

Division of Corporations

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Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
GSP LATIN AMERICA INC.

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Fourteenth Floor  
1395 Brickell Avenue  
Miami, Florida 33131

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## FAX TRANSMITTAL

Date: April 4, 2012

Number of pages: 6  
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TO/COMPANY	TELEPHONE	FAX/TELEPHONE
Ruby Dunlap, Regulatory Specialist II Florida Department of State	850-245-6052	850-617-6381

From: Judith D. Rodman jrodman@fowler-white.com  
Fax Number: (786) 437-4609 Telephone Number: (786) 437-4608  
Matter Number: 84219  
Remarks: GSP Latin America Inc.  
Fax Audit No. H12000086084 3  
Letter No. 812A00010995

In accordance with your letter, a copy of which is enclosed, attached please find the corrected Articles of Incorporation and audit cover sheet.

Please process accordingly.

Thank you.

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April 4, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FOWLER WHITE BURNETT P.A.

SUBJECT: GSP LATIN AMERICA INC.  
REF: W12000018835

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The city name is missing from the registered agent address in Article VI.

If you have any further questions concerning your document, please call (850) 245-6052.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H12000086084  
Letter Number: 812A00010995

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DIVISION OF CORPORATIONS

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Audit No. H12000086084 3

**ARTICLES OF INCORPORATION  
OF  
GSP LATIN AMERICA INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

Name

The name of the corporation is: GSP LATIN AMERICA INC.

**ARTICLE II**

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**

Authorized Capital

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$0.001 per share.

**ARTICLE IV**

Existence

The existence of the corporation shall be perpetual. Corporate existence shall commence upon filing of these Articles of Incorporation by the Department of State.

**ARTICLE V**

Address

The principal office and mailing address of the corporation is:

1390 S. Dixie Highway, Suite 2123  
Coral Gables, Florida 33146

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## ARTICLE VI

### Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 1395 Brickell Avenue, 14<sup>th</sup> Floor, Miami, Florida 33131, and the initial registered agent of the corporation at that address is Fabian A. Pal, Esq.

## ARTICLE VII

### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VIII

### Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Fabian A. Pal

Address

1395 Brickell Avenue, 14<sup>th</sup> Floor  
Miami, Florida 33131

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## ARTICLE IX

Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws adopted by the stockholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the corporation.

The name and address of the initial director, who, unless otherwise provided by law or the corporation's By-Laws, shall serve in such capacity for the first year of existence of the corporation or until successor is elected or appointed and has qualified, whichever occurs sooner, is as follows:

<u>Name</u>	<u>Address</u>
Zhanxin Pan	1 Gaoxiang Road Wenzhou, Zhejiang 325006 China

## ARTICLE X

Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

The name and address of the initial officer, who shall serve in the capacities indicated for the first year of existence of the corporation or until his successor is elected and has qualified, whichever occurs sooner, is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Yongjin Shi	1390 S. Dixie Highway, Suite 2123 Coral Gables, FL 33146	President, Secretary and Treasurer

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of April, 2012.

  
Fabian A. Pal

Incorporator

### CERTIFICATE DESIGNATING RESIDENT AGENT

### AND REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

### DESIGNATION

GSP LATIN AMERICA INC., desiring to organize under the laws of the State of Florida, hereby designates Fabian A. Pal, Esq. as its registered agent and 1395 Brickell Avenue, 14<sup>th</sup> Floor, Miami, Florida 33131, as its registered office.

### ACCEPTANCE

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Fabian A. Pal

Registered Agent

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