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WALROTH-SADURNÍ LAW

WALROTH-SADURNÍ & MENDOZA-TIRADO
A PROFESSIONAL ASSOCIATION

5201 WATERFORD AT BLUE LAGOON
5201 BLUE LAGOON DRIVE
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STEPHEN P. WALROTH-SADURNÍ, ESQ.

ADMITTED IN FLORIDA

e: WALROTH.S@WALSADLAW.COM

Miami, Florida; 2 January 2015

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

Via FedEx

Re: **Certificate of Domestication**

Entity Name: RECHTIEN INTERNATIONAL TRUCKS, INC.

Dear Secretary of State:

Enclosed, please find the following documents relating to the domestication of Rechten International Trucks, Inc. (the "Corporation") in Florida pursuant to Fla. Stat. § 607.1801. Immediately prior to the filing of this Certificate of Domestication, the Corporation was registered in Delaware, and authorized to do business in Florida as a foreign corporation.

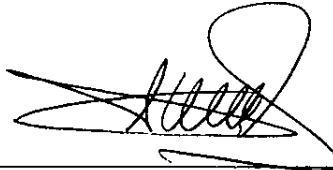
- Secretary of State form Cover Letter for Domestication of a Foreign Corporation.
- Original and one (1) copy of the Certificate of Domestication.
- Original and one (1) copy of the Articles of Incorporation (to complete domestication requirements pursuant to Fla. Stat. § 607.1801).
- Copy of the existing SunBiz.org report of the Corporation.
- Filing Fees in the amount of \$137.50 (which includes \$8.75 for a Certificate of Status).

Please file the Certificate of Domestication and the Articles of Incorporation to complete domestication of the Corporation pursuant to Fla. Stat. § 607.1801.

Secretary of State
Division of Corporations
State of Florida
Page 2

Respectfully submitted,

WALROTH-SADURNI LAW

A handwritten signature in black ink, appearing to read 'Stephen P. Walroth-Sadurni', is written over a horizontal line.

Stephen P. Walroth-Sadurni, Esq.

Enclosures (as noted).

SPWS:kjg

COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Rechtien International Trucks, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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Stephen P. Walroth-Sadurni, Esq.

Name (printed or typed)

5201 Blue Lagoon Drive, PH-970

Address

Miami, Florida 33126

City, State & Zip

305.629.3644

Daytime Telephone Number

walroth.s@walsadlaw.com

E-mail address: (to be used for future annual report notification)

CERTIFICATE OF DOMESTICATION

The undersigned, Alberto Ponce Gutierrez, President,
(Name) (Title)

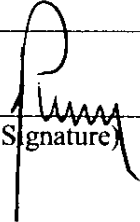
of Rechtien International Trucks, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was December 8, 1980.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was State of Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Rechtien International Trucks, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Rechtien International Trucks, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was State of Delaware
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am the President, of Rechtien International Trucks, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 19th day of DECEMBER, 2014.


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION

(In Compliance with the Florida Business Corporation Act, Fla. Stat. §§ 607.0101 et seq.)

The undersigned incorporator, pursuant to Fla. Stat. §§ 607.0202 and 607.0401, and in accordance with the requirements of Fla. Stat. §§ 607.1801 relating to the domestication of a foreign corporation in Florida, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Fla. Stat. §§ 607.0101 et seq.

ARTICLE I NAME

The name of the corporation shall be: **RECHTIEN INTERNATIONAL TRUCKS, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

Principal Address

7227 N.W. 74th Avenue
Miami, Florida 33166

Mailing Address

7227 N.W. 74th Avenue
Miami, Florida 33166

ARTICLE III BUSINESS AND PURPOSES

The purpose for which the Corporation is organized:

To engage in any and all lawful business or enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the Corporation.

ARTICLE IV CAPITAL STOCK

The number of shares of capital stock authorized for issuance by the Corporation is 1,000 shares of common stock, with full voting rights, and a par value of \$1.00 per share. Each share of common stock authorized for issuance hereunder shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of the Corporation.

ARTICLE V INITIAL BOARD OF DIRECTORS AND OFFICERS

A. Initial Directors. The individuals whose names and addresses are set forth below are hereby appointed and confirmed as the initial Directors of the Corporation as of the date these Articles of Incorporation are filed with the Florida Secretary of State, Division of Corporations:

Names of Initial Director(s)

Alberto Ponce Gutiérrez
7227 N.W. 74th Avenue, Miami, Florida 33166

José Luis Ponce Manzanilla
7227 N.W. 74th Avenue, Miami, Florida 33166

Juan Manuel Ponce Díaz
7227 N.W. 74th Avenue, Miami, Florida 33166

José María Casares Cámara
7227 N.W. 74th Avenue, Miami, Florida 33166

B. Initial Officers. The individuals whose names and addresses are set forth below are hereby appointed and confirmed as the initial Officers of the Corporation as of the date these Articles of Incorporation are filed with the Florida Secretary of State, Division of Corporations:

<u>Name of Officer</u>	<u>Title</u>
Alberto Ponce Gutiérrez 7227 N.W. 74 th Avenue Miami, Florida 33166	President
José Luis Ponce Manzanilla 7227 N.W. 74 th Avenue Miami, Florida 33166	Vice President
Juan Manuel Ponce Díaz 7227 N.W. 74 th Avenue Miami, Florida 33166	Vice President
José María Casares Cámara 7227 N.W. 74 th Avenue Miami, Florida 33166	Secretary & Treasurer
Carlos A. Currin 7227 N.W. 74 th Avenue Miami, Florida 33166	Operations Manager

ARTICLE V EXISTENCE OF CORPORATION

In accordance with Section 607.0203, Florida Statutes, the existence of this Corporation shall commence on 31 December 2014, the date these Articles of Incorporation were subscribed to and acknowledged. The existence of this Corporation thereafter shall be perpetual.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 5201 Blue Lagoon Drive, Penthouse 970, Miami, Florida 33126, United States of America; and the initial Registered Agent of this Corporation at such office shall be **Stephen P. Walroth-Sadurni, Esq.**

ARTICLE VII INCORPORATOR

The name and street address of the Incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Stephen P. Walroth-Sadurni, Esq.	5201 Blue Lagoon Drive Penthouse 970 Miami, Florida 33126

ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

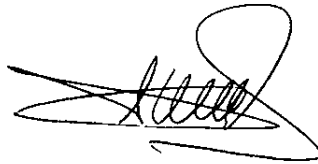
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XII APPLICABILITY OF FLORIDA STATUTE § 607.0901

The provisions of Fla. Stat. § 607.0901, Florida Statutes, relating to *Affiliated Transactions* is inapplicable to the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 31st day of **December, 2014**.

STEPHEN P. WALROTH-SADURNI, ESQ.



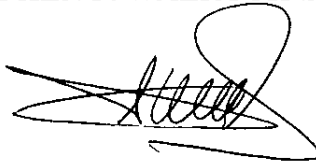
as Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

(In Compliance with Fla. Stat. § 607.0501)

The undersigned, having been named as Registered Agent of the Corporation, and having been authorized to accept service of process for the Corporation at the registered office designated in these Articles of Incorporation, hereby affirms that he is familiar with the duties and obligations of a Registered Agent under Florida Statute § 607.0505, and accepts the appointment as the Registered Agent for the Corporation, and further agrees and consents to serve in this capacity on behalf of the Corporation this 31st day of **December, 2014**.

STEPHEN P. WALROTH-SADURNI, ESQ.



as Registered Agent

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