

P95000004194

TRANSMITTAL LETTER

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

10000013810081  
-01717205--01055--013  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: AZPE (U.S.A.), INC.  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50.

FROM: RAMON TOURGEMAN, ESQ.  
Name  
28 West Flagler Street, Suite 666  
Address  
Miami, FL 33130  
City, State & Zip  
( 305 ) 371-6573  
Telephone Number

FILED  
1995 JAN 13 PM 4:30  
TALLAHASSEE, FL  
SIC  
FILE

ACB  
1/17/95  
P95-4194

ARTICLES OF INCORPORATION  
OF  
AZPE (U.S.A.), INC.

FILED  
JUN 13 1968  
SECRET

The undersigned hereby associate together for the purpose of forming a corporation under the Laws of the State of Florida and pursuant to the provisions of the Statutes of Florida providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE ONE

This corporation is organized and incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE TWO

The name of this corporation is AZPE (U.S.A.), INC.

ARTICLE THREE

The principal office, business, and mailing address of the corporation shall be located at 36 N.E. 1st Street, Suite 145, Miami, Florida 33132.

ARTICLE FOUR

This corporation shall commence it's existence upon the filing of these Articles of Incorporation with the Secretary of State for the State of Florida, and the duration of it's existence is perpetual.

ARTICLE FIVE

This corporation has been organized for the purpose of conducting any business for profit which is permitted to be conducted in the State of Florida.

ARTICLE SIX

The total number of shares of stock which the corporation shall have the authority to issue is one thousand (1000) with a par value of one dollar per share.

The corporation is not authorized to issue any shares of stock other than common voting stock.

The shares of stock may be purchased with property, labor, services, stock in another corporation, or U.S. currency, provided that it is purchased at a just valuation as fixed by a minimum of two thirds of the Directors at an appropriately held meeting.

All Stock is to be issued as fully paid and exempt from all assessments.

ARTICLE SEVEN

The name and Street address of the registered Agent for this corporation is:

Frank Ronay  
36 N.E. 1st Street, Suite #145  
Miami, Florida 33132

#### ARTICLE EIGHT

The Board of Directors shall consist of a minimum of three persons, and the number of directors may be limited by the bylaws. Only shareholders shall be eligible to serve as Directors. If a director ceases to be a shareholder, then that Directors position on the board shall automatically be deemed to be vacant.

The affirmative vote of not less than two board members is required to adopt any Board resolution or take any other Board action.

The Board of Directors shall consist of the following persons, subject to their removal, until elections as prescribed in the By-Laws are held.

1. Marco Gateno  
36 N.E. 1st Street, Suite #145  
Miami, Florida 33132
2. Frank Ronay  
36 N.E. 1st Street, Suite #145  
Miami, Florida 33132
3. Mario Peri  
36 N.E. 1st Street, Suite #145  
Miami, Florida 33132

#### ARTICLE NINE

The corporation shall have four officer positions of President, Vice President, and Secretary/ Treasurer. The Officers shall be appointed by the Directors each year immediately after the annual meeting of the shareholders.

Frank Ronay is the initial President, Mario Peri is the initial Vice President, and Marco Gateno is the initial Secretary/Treasurer.

#### ARTICLE TEN

The names and addresses of the persons who are forming this corporation and the number of shares held by each of them are:

<u>NAME AND ADDRESS OF SHAREHOLDER</u>	<u>Number of shares Held</u>
1. Mario Peri 36 N.E. 1st Street, Suite #145 Miami, Florida 33132	800
2. Marco Gateno 20003 N.E. 6th Court Circle North Miami, Florida 33179	100
3. Frank Ronay 36 N.E. 1st Street, Suite #145 Miami, Florida 33132	100

FILED  
JAN 13 1995  
NOTARY PUBLIC

ARTICLE TEN

The power to adopt, repeal, alter, or amend these Articles and the By-Laws, shall be held by the shareholders and Directors pursuant to the voting procedures and requirements set forth in these Articles and Bylaws of the corporation.

ARTICLE ELEVEN

All Notices of Meetings of shareholders or Directors shall be prepared and delivered in strict compliance with the pertinent provisions set forth in Sections 607.0705 and 607.0141 of the Florida Statutes, and all Notices of Meetings shall include a description of the purpose or purposes for which the meeting is called.

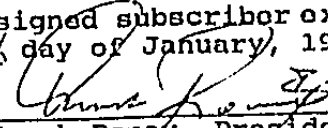
ARTICLE TWELVE

The corporation shall indemnify and hold harmless any officer or director to the full extent permitted by law.

ARTICLE THIRTEEN

This corporation reserves the right to amend or repeal these Articles.

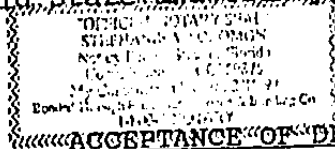
IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 9th day of January, 1995.

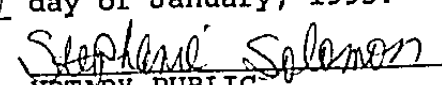
  
Frank Ronay, President

STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day before me, a Notary Public Officer duly authorized to take oaths and acknowledgments in the aforesaid County and State, personally appeared Frank Ronay, who is known to me personally to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

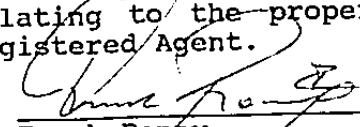
IN WITNESS WHEREOF, I have hereunto set my official seal in the aforesaid State and County, this 9 day of January, 1995.



  
NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, Frank Ronay, having been named Resident Agent to accept service of process for the aforesaid corporation at the location designated in the foregoing Articles of Incorporation, hereby accept this position and designation, and I agree to comply with all pertinent statutory provisions relating to the proper and complete performance of my duties as Registered Agent.

  
Frank Ronay  
36 N.E. 1st STREET, #145  
MIAMI, FLORIDA 33132