

P95000005897

J.D.A., INC. 69-2327259
5660 Lee Drive
West Palm Beach, FL 33411

Date January 4, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

200001374272
-01/10/95--01009--019
****122.50 ****122.50

Re METAURO USA, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Filing Fee for Registered Agent Certificate for the above named corporation.

Very truly yours,

Daniel Herrera
(individual's name)

METAURO USA INC.
(name of corporation)

FILED
1995 JAN 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 11, 1995

DANIEL HERRERA
J.D.A., INC.
5660 LEE DR.
WEST PALM BEACH, FL

SUBJECT: METAURO USA INC.
Ref. Number: W9500000735

We have received your document for METAURO USA INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 795A00001241

Daniel Herrera
4991 Sable Pine Circle
West Palm Beach, FL 33417

January 18, 1995

Attn: Brendolyn Bruton, Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: METAURO USA INC.
Ref. Number: W9500006 ~35

In response to your letter of January 11, 1995, below are the hours and the number where I can be reached.

Monday - Friday

12 Noon - 10:30pm

Phone:

(407) 655-7740

Sincerely,

Daniel Herrera

ARTICLES OF INCORPORATION

OF

METAURO USA INC.

FILED
1995 JAN 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

METAURO USA INC.

The principal place of business of this corporation shall be
4991 Sable Pine Circle, West Palm Beach, Florida, 33417.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4991 Sable Pine Circle, West Palm Beach, Florida, 33417, and the name of the initial registered agent of the corporation at that address is Daniel S. Herrera.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Daniel S. Herrera, President, 4991 Sable Pine Circle,
West Palm Beach, Florida, 33417.

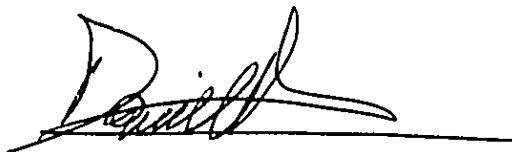
Hanna Herrera, Vice president, 4991 Sable Pine Circle,
West Palm Beach, Florida, 33417.

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Daniel S. Herrera, 4991 Sable Pine Circle, West Palm
Beach, Florida, 33417.

IN WITNESS WHERE OF, we have made, subscribed and
acknowledged, these Articles of Incorporation, this 4th
day of JANUARY, 1994⁹⁵.



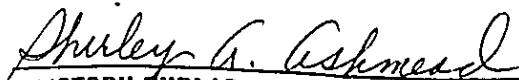
Daniel S. Herrera

STATE OF FLORIDA)

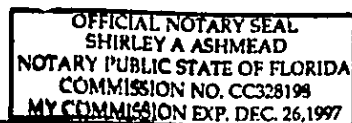
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally appeared
before me, a Notary Public duly authorized in the State and
County above named to take acknowledgements, Daniel S. Herrera,
to me well known to be the person described in and who executed
the foregoing Articles of Incorporation, and acknowledged before
me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal this 4th day
of JANUARY, 1994⁹⁵.



NOTARY PUBLIC, State of Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

FILED
1995 JAN 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

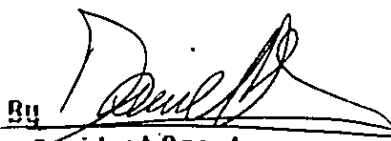
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

That, METAURO USA INC., desiring to organize under
the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at Palm Beach, Palm
Beach County, State of Florida, has named Daniel S Herrera,
located at 4991 Sable Pine Circle, West Palm Beach, Florida,
as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By



Resident Agent