

1201 HAYS STREET

TALLAHASSEE, FL 32301

800-341-8086

CSC networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 071 00000002

REFERENCE : 600107 869010

AUTHORIZATION : Patricia Lizzio

COST LIMIT : \$ 122.50

ORDER DATE : May 16, 1995

ORDER TIME : 3:18 PM

ORDER NO. : 600107

CUSTOMER NO: 869010

700001489587

CUSTOMER: Ms. Jennifer Connor - 869010
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

NAME: SUMELAGO USA, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN MAY 17 1995

FILED
95 MAY 16 AM 9 29
SECRETARY OF STATE
TALLAHASSEE, FL 32304

9-95A000 25285

**ARTICLES OF INCORPORATION
OF
SUMELAGO USA, INC.**

FILED
95 MAY 16 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name and Address

The name, address and principal place of business of this corporation is:

SUMELAGO USA, INC.
c/o WLMC Registered Agents, Inc.
701 Brickell Avenue
Suite 2000
Miami, Florida 33131

Article II - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, par value US \$1.00 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

701 Brickell Avenue
Suite 2000
Miami, Florida 33131

and the name of the initial registered agent of this corporation at such address is WLMC REGISTERED AGENTS, INC.

Article V - Incorporator

The name and address of the initial incorporator of this corporation is:

Carlo Vitale
Calle 72 y Ave. 2-A
Edificio Doney
Apt. 9
Maracaibo, Zulia
Venezuela

Article VI - Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors are:

Carlo Vitale
Calle 72 y Ave. 2-A
Edificio Doney
Apt. 9
Maracaibo, Zulia
Venezuela

Karin Vitale
Calle 72 y Ave. 2-A
Edificio Doney
Apt. 9
Maracaibo, Zulia
Venezuela

Article VII - Officers

The names and addresses of the initial officers of this corporation, who shall hold such offices until their successors for such offices shall have been duly elected and qualified, are:

President, Secretary
& Treasurer:

Carlo Vitale
Calle 72 y Ave. 2-A
Edificio Doney
Apt. 9
Maracaibo, Zulia
Venezuela

Vice President:

Karin Vitale
Calle 72 y Ave. 2-A
Edificio Doney
Apt. 9
Maracaibo, Zulia
Venezuela

Article VIII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to, purchase any stock, other securities or evidences of indebtedness of, or make any investment or acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantee and secure, with or without consideration to this corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

Article IX - Director Conflicts of Interest

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Article X - Indemnification

Section 1 - Right to Indemnification. The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

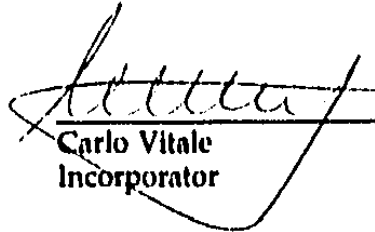
Section 2 - Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3 - Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in Section 1 of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

Article XI - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 24 day of May 1995.



Carlo Vitale
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SUMELAGO USA, INC. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1993).

Dated this 14 day of May 1995.

WLMC REGISTERED AGENTS, INC.

By: Saturino E. Lucio
Saturnino E. Lucio, II

FILED
95 MAY 16 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 MAY 16 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000038879

Sumner
Registrant Name
701 Brickell Ave. # 2000
Address
Miami FL 33166
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

800002128888--3
-03/31/97--01/31/97
*****35.00 *****35.00

Handwritten: P95000038879
TJ diss
3-31-97

Examiner's Initials	
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ARTICLES OF DISSOLUTION

Pursuant to 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is
SUMELAGO USA, INC

SECOND: The date dissolution was authorized:
December 31, 1996

THIRD: Adoption of Dissolution: (check one)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

"THE PRESIDENT"

Signed this 25 day of MARCH, 1997

SUMELAGO USA, INC

(Corporation name)

By 

(By the chairman or Vice Chairman of the Board, President, or other officer)

CARLO VITALE

(Type or printed name)

PRESIDENT

(Title)

APPROVED
CERTIFIED
14 MAR 1997