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RALPH ROCHETEAU & ASSOC., P.A.

Attorney at Law

c/o Techniport • 5757 N.W. 11th Street, Suite 160 • Miami, Florida 33126  
Tel. (305) 261-3947 • Fax (305) 262-8078

May 20, 1995

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 23 PM 3:59

RE: U.S. MEX CORP. a new corporation

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation including the Consent to Act as Registered Agent, for a new corporation to be known as U.S. MEX CORP., seventy eight dollars and seventy five cents (\$78.75) for filing fee and certificate.

Please stamp a copy of the Articles of Incorporation, and return it to us.

Please do not hesitate to call me (collect) if there are any problems, or if you have any questions or requests.

Thank you.

Very truly yours,

  
Ralph Rocheteau  
For the Firm

ardet AL  
wp/Lra

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-05/23/95--01113--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

AB 5/26/95

**ARTICLES OF INCORPORATION**

**OF**

**U.S. MEX CORP.**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS**

**95 MAY 23 PM 3:59**

**THE UNDERSIGNED**, has executed the following document as incorporator of above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I.**

The name of this corporation shall be:

**U.S. MEX CORP.**

**ARTICLE II.**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III.**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

**ARTICLES OF INCORPORATION OF  
U.S. MEX CORP.**

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To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings,

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest herein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees as provided by the laws of the State of Florida;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governments district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

**ARTICLES OF INCORPORATION OF  
U.S. MEX CORP.**

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To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have an exercise all powers necessary and convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

**ARTICLE IV**

The aggregate number of shares which this corporation shall have authority to issue is the

**ARTICLES OF INCORPORATION OF  
U.S. MEX CORP.**

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total sum one hundred (100) shares, having an individual per value of one dollar (\$1.00) per share.

Unless other wise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation. Stock may be voted cumulatively, as provided for by Fla. Sta. 607.0728.

**ARTICLE V**

The initial officers and Board of Directors shall consist of a total of 1 person and the names and addresses of the person who is to serve as initial director are:

Jorge Luis Esquivel  
Calle 18 #106  
Colonia Mejico  
Merida, Yucatan  
Mexico

**ARTICLE VI**

The address of the principal office of this corporation is:

c/o Alfredo Leyva  
4262 S.W. 122 Place  
Miami, Fl. 33175

**ARTICLE VII**

The street address of the initial registered office and the name of the initial **Registered Agent** of this corporation shall be:

Ralph Rocheteau  
5757 N.W. 11th Street, Suite 160  
Miami, FL 33126

ARTICLES OF INCORPORATION OF  
U.S. MEX CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 23 PM 4:00

I HEREBY CONSENT to act as Registered Agent for the above referenced Corporation,  
I also certify that I am familiar with the requirements of Florida laws as they relate to the duty of  
registered agents, and I meet all of the lawful requirements for serving as Registered Agent for service  
of process.

#### ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Ralph Rocheteau  
5757 N.W. 11th Street, Suite 160  
Miami, FL 33126

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of  
incorporation this 20th day of May, 1995.

  
Ralph Rocheteau  
Incorporator/Registered Agent

STATE OF FLORIDA )

COUNTY OF DADE )


Before me, a notary public authorized to take acknowledgements in the state and county set  
fourth above, personally appeared RALPH ROCHETEAU known to me and know by me to be the  
person who executed the foregoing articles of incorporation, and he acknowledged before me that

ARTICLES OF INCORPORATION OF  
U.S. MEX CORP.

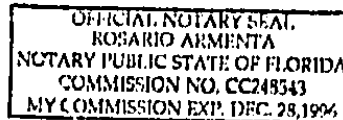
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he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the  
state and count aforesaid, this 20th day of May, 1995.

  
Rosario Armenta  
Notary Public, State of Florida  
at Large

My commission expires:



atcor.al

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11/95

1235-0003-2

RALPH ROCHETEAU

1305-262-6082

RALPH ROCHETEAU & ASSOC PA

5757 BLUE LAGOON DRIVE 160

FLA 1

FL 33124

FFICE USE ONLY

300001559933  
-08/15/95--01022--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**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

FILED  
95 AUG 14 PM 1:37  
TALLAHASSEE, FLORIDA

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

P95000041748  
Quoted  
8-14-95

Examiner's Initials

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**U.S. Mex Corp.**

\_\_\_\_\_  
\_\_\_\_\_  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: The number of directors is increased from one (1) to four (4), and the following three additional people are named to the Board of Directors: (1) Alfredo Leyva, 4262 S.W. 122 Place, Miami, Florida; (2) Jorge Esquivel, Jr., Calle 18 # 160, Colonia Mejico, Merida, Yucatan, Mexico; and (3) Javier Esquivel, Calle 18 # 106, Colonia Mejico, Merida, Mexico.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment is not contained in the amendment itself, are as follows:

Not Applicable

**THIRD:** The date of each amendment's adoption: July 31, 1995

**FOURTH:** Adoption of Amendment(s) (check one)

\_\_\_\_\_ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

XX The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

\_\_\_\_\_ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
(voting group)

(continued)

Signed this 31 day of July 1995.

U.S. Mex Corp.

(Corporation Name)

BY

*Jorge Luis Esquivel*  
(Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

Jorge Luis Esquivel

(typed or printed name)

Director

(title)

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95 AUG 14 PM 1:37  
TALLAHASSEE, FLORIDA

Prepared by:

Ralph Rocheteau  
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