

3124 EMM EMPIRE TO 190 24000 2.18
8
(H95000000274)
DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ALBEMO-USA, INC.
FAX AUDIT NUMBER: H95000000274
DATE REQUESTED: 06/06/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 12:50:13
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003256
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000274))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:09:

[Handwritten signature]
6/7

FILED
95 JUN -6 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN-06-1993 13:24 FROM EMPIRE

TO

19849224000 P.19
PREPARED BY:
LAUREL INSURANCE AGV, INC
608 NW 57th Avenue
Miami, Florida 33126
(305) 262-4083
MIGUEL E. TURDAY

ARTICLE OF INCORPORATION

③

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is ALMEMO-USA, INC

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized are:

- 1.- To engage in the business of IMPORT-EXPORT DURABLE GOODS.
- 2.- To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- 3.- To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

FILED

95 JUN -5 PM 4:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000006274

H95000006274

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial business office of the corporation is 16701 SW 90th Avenue, Miami, Florida 33157

and the name of its initial registered agent is

MIGUEL E. TURBAY

ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
KITELBERG G. MONTARROYOS	16701 SW 90th Avenue Miami, Florida 33157
ALBERICO MOTA DE ROUZA	16701 SW 90th Avenue Miami, Florida 33157

ARTICLE NINE

A unanimous vote of directors for effective directors action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
MIGUEL E. TURDAY	608 NW 57th Avenue Miami, Florida 33157

Executed by the undersigned at MIAMI, FLORIDA
on June 2, 1995.

JUN-06-1995 13125 FROM EMPIRE

TO

19049224000

P.22

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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That ALBEMO-USA, INC
(NAME OF CORPORATION)
desiring to organize under the laws of the State of FLORIDA
(FLORIDA)
with its principal office, as indicated in the articles of
incorporation at City of MIAMI county
(CITY)
of DADE State of FLORIDA
(COUNTRY) (STATE)
has named MIGUEL E. TURDAY
(NAME OF RESIDENT AGENT)
located at 608 NW 57th Avenue, Miami, FL 33126
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESS NOT ACCEPTABLE)
city of FLORIDA County of DADE
(CITY) (COUNTRY)
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

Miguel E. Turday
SIGNATURE
REGISTERED AGENT
AND
INCORPORATOR

FILED
95 JUN 6 PM 4:30
TALLAHASSEE, FLORIDA

H95000006274

H95000006274