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Charter Number Only

6-23-95

Edward J. ABRAMSON

Requestor's Name

7270 NW 12 STREET H. 580

Address

Miami FL 33126

City

State

ZIP

Phone

594-499913

VALIDATION ONLY

FILED  
1995 JUN 26 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100001523061  
-06/26/95--01030--031  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

ROSINVAR USA Corp

EMPIRE

Toll Free: 1-800-432-3028

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Update
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

RECEIVED JUN 26 1995

ARTICLES OF INCORPORATION  
OF  
ROSINVAR USA CORP.

FILED  
JUN 26 PM 1:00  
SECRET  
TALLAHASSEE FLORIDA

The undersigned incorporator 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: ROSINVAR USA CORP.

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 575 Crandon Blvd. #710, Key Biscayne, Florida.

ARTICLE III.

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV.

##### CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00

#### ARTICLE V.

##### TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

#### ARTICLE VI.

##### REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be Edward J. Abramson, Esq., and the Registered Office shall be located at 7270 N.W. 12th Street, Suite 580, Miami, Florida 33126, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

The aforementioned location does not constitute the principal office.

ARTICLE VII.

DIRECTORS

This corporation shall have not less than one nor more than three directors, as set forth in the By-Laws. The name and street address of the initial director of this corporation which, subject to these Articles of Incorporation and the Laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

NAME: Jose Javier Arrata

TITLE President, Secretary, Treasurer

ADDRESS: 575 Crandon Blvd. #710, Key Biscayne, Florida

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Edward J. Abramson, Esq. at the Airport Executive Tower II, 7270 N.W. 12th Street, Suite 580, Miami, Florida 33126.

ARTICLE IX.

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any accounts, book or document of thi

corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

#### ARTICLE X.

##### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party to or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

#### ARTICLE XI.

##### TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE III.

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 22 day of June, 1995.

Edward J. Abramson  
Edward J. Abramson, Esq.  
Incorporator

CERTIFICATE OF ACCEPTING DESIGNATION  
AS  
REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of ROSINVAR USA CORP. and agree to serve as its Resident Agent to accept service of process within this State at its Registered Office

Edward J. Abramson  
Edward J. Abramson, Esq.

FILED  
1995 JUN 26 PM 1:00  
STATE OF FLORIDA  
TALLAHASSEE

STATE OF FLORIDA)  
                          ) ss.  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared Edward J. Abramson to me known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed and executed same for the purpose therein set forth.

IN WITNESS WHEREFORE, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 22 day of June, 1995.

Andrea Valiente  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:

ANDREA VALIENTE  
Notary Public, State of Florida  
My Comm. expires Oct 14, 1997  
No. CC323557