

P950000 57283

7/24/95

Requestor's Name
Blass & Frankel
Address
1 S.E. 3rd AVE #1400
Miami, FL 33131
City State ZIP Phone

377-9353

CORPORATION(S) NAME

Quito Holdings (USA), INC.

VALIDATION ONLY

FILED
1995 JUL 25 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
7-24-95



Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | |

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W.P. Verifier

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RECEIVED JUL 25 1995

**ARTICLES OF INCORPORATION
OF
QUITO HOLDINGS (USA), INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this Corporation is:

QUITO HOLDINGS (USA), INC.

EFFECTIVE DATE
7-24-95

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.
SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the initial registered office of this Corporation is: 1400-A, SunBank International Center, One Southeast Third Avenue, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is: **COPROLITE CORPORATION**, and the principal place of business is 1400-A SunBank International Center, One Southeast Third Avenue, Miami, Florida 33131.

ARTICLE VIII.

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the Initial Directors of this Corporation are:

MELVIN F. FRANKEL
#1400 SunBank International Center
One Southeast Third Avenue
Miami, Florida 33131

STEPHEN A. BLASS
#1400 SunBank International Center
One Southeast Third Avenue
Miami, Florida 33131

ARTICLE IX.

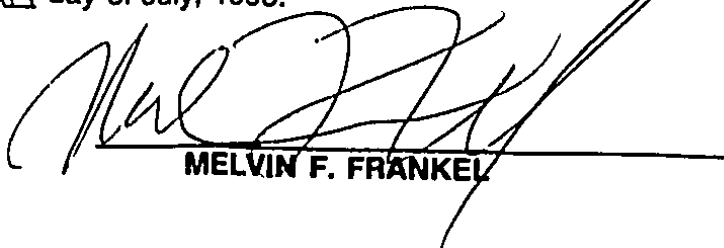
The name and address of the person or entity signing these Articles of Incorporation is:

MELVIN F. FRANKEL
#1400 SunBank International Center
One Southeast Third Avenue
Miami, Florida 33131

ARTICLE X.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

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




MELVIN F. FRANKEL

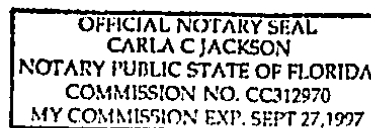
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MELVIN F. FRANKEL, who ☒ is personally known to me, or ☐ produced n/a as identification, acknowledging to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.

WITNESS my hand and official seal, this 24th day of July, 1995, in the County and State aforesaid.



PRINT NAME: CARLA C. JACKSON
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: 09/27/97
Commission No: CC-312970



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, 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 QUITO HOLDINGS (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 1400 SUNBANK INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, HAS NAMED COPROLITE CORPORATION, LOCATED AT 1400-A SUNBANK INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

QUITO HOLDINGS (USA), INC.,
a Florida corporation

BY: 

MELVIN F. FRANKEL, ORGANIZER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

COPROLITE CORPORATION,
a Florida corporation

By: 

MELVIN F. FRANKEL, President

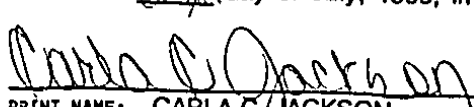
Dated: July 24th, 1995

STATE OF FLORIDA)
COUNTY OF DADE)

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1995 JUL 25 PM 1:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MELVIN F. FRANKEL, President of COPROLITE CORPORATION, a Florida corporation, who ☒ is personally known to me, or ☐ produced NID as identification, acknowledging to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.

WITNESS my hand and official seal, this 24th day of July, 1995, in the County and State aforesaid.


PRINT NAME: CARLA C. JACKSON
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: 09/27/97
Commission No: CC-312970

OFFICIAL NOTARY SEAL
CARLA C JACKSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC312970
MY COMMISSION EXP. SEPT 27, 1997