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Chapter Number One 9772

1-29-96 Illinois
Manfred Rosenow
Requestor's Name
2425 Court way
Address
Miami, FL 33145
City State ZIP Phone
858-7871

VALIDATION ONLY

FILED
JAN 31 AM 11:11
TALLAHASSEE, FLORIDA

CHIEF OF BUREAU
FBI/DOJ
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FBI/DOJ

CORPORATION(S) NAME

KAPA USA CORP.

- ☒ 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
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED
COPY

F. CHESSEY JAN 31 1996

ARTICLES OF INCORPORATION

OF

KAPA USA CORP.

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ARTICLE I.

NAME

The Name of the Corporation is **KAPA USA CORP.**

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

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

Manfred Rosenow, Esq.
2425 Coral Way
Miami, Florida 33145
Fla. Bar No. 0831638

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred (100) of voting common stock with \$1.00 par value per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 2055 N.W. 79th Avenue, Miami, Florida 33122.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 2425 Coral Way, Miami, Florida 33145. The initial registered agent at that address is LAW FIRM OF MANFRED ROSENOW, P.A.

ARTICLE VIII.

DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors and officers who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

<u>NAME</u>	<u>OFFICE</u>
Juan Pablo Lemarchand 9619 Fontainebleau Blvd. # 618 Miami, Florida 33172	President/Secretary
Cesar Iglesias 281 S.W. 122nd Avenue Miami, Florida 33184	Vice President/Treasurer

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: Manfred Rosenow, Esq., 2425 Coral Way, Miami, Florida 33145.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 26th day of January, 1996.

LAW FIRM OF MANFRED ROSENOW, P.A.

By: _____

MANFRED ROSENOW

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:
KAPA USA CORP.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT IS:

LAW FIRM OF MANFRED ROSENOW, P.A.
2425 CORAL WAY
MIAMI, FLORIDA 33145

SIGNATURE

MANFRED ROSENOW

TITLE:

INCORPORATOR

DATE:

JANUARY 26, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

MANFRED ROSENOW

DATE:

JANUARY 26, 1996

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FLORIDA