

pg6000011613

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6327
TALLAHASSEE FL 32314

FILED
23 FEB - 1 PM 8:26
TALLAHASSEE, FLORIDA

SUBJECT: PACOLAB S.A.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$

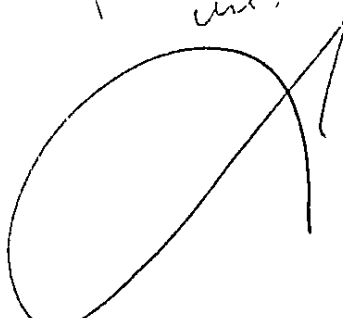
From: Patrick R. CLERIE
6947 S.W. 115 Place, # E
MIAMI FL 33173

(305) 596 9136

668-9440

800001703858
-02/01/96--C1055--014
****122.50 ****122.50

*Mr. Clerie called,
we, Inc. as supplier*



W96-2747

60505

ON FEB - 5 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1996

PATRICK R. CLERIE
6947 SW 115 PL., #E
MIAMI, FL 33173

SUBJECT: PACOLAS S.A.
Ref. Number: W96000002747

We have received your document for PACOLAS S.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 096A00005139

ARTICLES OF INCORPORATION
OF

PACOLAB S.A., INC.

We, the undersigned, desiring to form a corporation under the provisions of the laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, Articles of Incorporation, as follows:

I.

The name of the proposed corporation shall be:

PACOLAB S.A., INC.

II.

The general nature of the business and the object and purpose proposed to be transacted and carried on, are to do any and all things hereinafter mentioned, as fully and as to the same extent as natural persons might or could do, viz:

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. To buy, acquire, hold, use, employ, mortgage, convey, lease and dispose of patents rights, letters patent, processes, devices, inventions, trademarks, formulas, good will and other rights, to take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property, or any interest or rights therein, without a limit as to the amount; to lend money on notes secured by mortgage or real property, and to make advances from time to time on notes secured by mortgage for future advance on real estate; but nothing herein set forth shall give or be construed to give said corporation any banking powers.

C. To purchase, acquire, hold and dispose of stocks, bonds and other obligations, including judgments, interest, account of debts of any person, partnership and/or corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporations), owning or controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds and other obligations, including judgments, interests, accounts of debts of any corporations, domestic or foreign (except moneyed or transportation or banking or insurance corporations), engage in a business similar to that of this company, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this company, or in which, or in connection with which, the manufactured articles, products, or property of this company may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this company may issue in exchange therefor the stock, bonds or other obligations of this company.

D. To purchase, take and lease or, in exchange; hire or otherwise acquire any real or personal property, rights, licenses, permits, good will or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of building, warehouses, machinery and retail stores, insofar as the same

may be appurtenant to or useful to the extent to which the company may be authorized by the statutes under which it is organized.

E. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this State to consolidate, or whose stock the company, under the laws of this State and the provisions of this Certificate, is authorized to purchase and to undertake in conjunction therewith any liabilities of any person, firm, association or company described as aforesaid, possessed of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as the consideration for the same, to pay cash or to issue shares, stocks or obligations of this company.

F. Subject to the limitations herein prescribed and the statutes of this state, to purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the laws of this State or any other state, or of any territory of the United States, or of any foreign country, except moneyed or transportation or banking or insurance corporations, and to sell or exchange the same, or upon the distribution of assets or dividends or profits, to distribute any such shares, stocks, or obligations or proceeds thereof among the stockholders of this company.

G. Subject to the limitations herein prescribed and the requirements of the Statutes of this state, to borrow or raise money for the purpose of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.

H. Subject to the limitations herein prescribed and the requirements of the statutes of this State, to guarantee the payment of

dividends or interest on any shares, stocks, debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company, and provided the required authority be first obtained for that purpose and always subject to the limitations herein prescribed.

I. And further, to do and perform and cause to be done and performed, each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided the grant of the foregoing enumerated powers is upon the express condition precedent, that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above recited, under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same may be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside the State of Florida, in the other States or possessions of the United States and of foreign countries.

J. Without in any particular limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have the power in carrying on its business, or for the purpose of accomplishment of any of the purposes, or attainment of any kind of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the acts hereinabove referred to, and which a co-partnership or natural person could do and exercise and which now or hereafter may be authorized by law.

III.

The maximum number of shares of Common Stock outstanding at any one time shall be (50) shares, without nominal or par value, all of one class.

IV.

The Corporation will begin business with a sum of -----five hundred and 00/100 Dollars(\$500.00) capital, all of which sums have been paid in full by the subscribers hereto.

V.

The corporation shall have perpetual existence.

VI.

The principal place of business of this corporation shall be at :

1553 Sunsel Drive G, CORAL GABLES FL 33143

with the privilege of having branch offices at any other place, and the Registered office and office of the Resident Agent shall be : the same.

VII.

The number of directors of this corporation shall be no less than two(2) nor more than (7).

VIII.

The names and post office addresses of the officers, all of whom shall constitute the First Board of Directors, are as follows:

President

&

Treasurer

Patrick R. CLERIE

6947 S.W. 115 Place, # E

Miami FL 33173

Vice-President M. Johanne BAKER CLERIE 6947 S.W. 115 Place, # E
& Miami FL 33173
General Manager

IX.

All of said directors are of full age and at least one of them is a resident of the State of Florida.

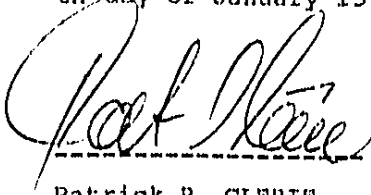
X.

The names and post office addresses of each subscriber of this Certificate of Incorporation, and the number of shares of stock which each agrees to take, and the sum subscribed to and paid, are as follows:

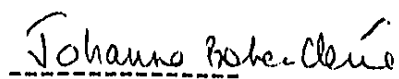
<u>NAMES</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
Patrick R. CLERIE	6947 S.W. 115 Place, # E MIAMI FL 33173	30	\$300.00
M. Johanne BAKER CLERIE	6947 S.W. 115 Place, # E MAMI FL 33173	20	\$200.00

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is, or are, interested in, or is a director or officer, or are directors or officers, of such corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this
th day of January 1996.

A handwritten signature in cursive script, appearing to read "Patrick R. Clerie", written over a dashed horizontal line.

Patrick R. CLERIE

A handwritten signature in cursive script, appearing to read "M. Johanne Baker Clerie", written over a dashed horizontal line.

M. Johanne BAKER CLERIE

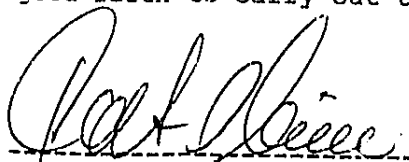
STATE OF FLORIDA

COUNTY OF DADE

PERSONALL APPEARED before me, the undersigned authority,

Patrick R. CLERIE, M. Johanne BAKER CLERIE
to me known to be the incorporators described in the foregoing Certificate
of Incorporation of **PACOLAB S.A., INC.**
and they acknowledged the same, and after being by me duly sworn, upon
their oath, depose and say:

That it is intended in good faith to carry out the purposes and
objects set forth therein.



Patrick R. CLERIE



M. Johanne BAKER CLERIE

SWORN AND SUBSCRIBED TO BEFORE ME
THIS 23 TH DAY OF JANUARY, 1996.

Hector Perez
My Commission Expires 8/3/98
Commission #CG 997532

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 office /registered agent, in the state of Florida.

1. The name of the corporation is : **PACOLAB S.A., INC.**
2. The name and address of the registered agent and office is:

Patrick R. CLERIE

1553 Sunset Drive G
CORAL GABLES FL 33143

Signature

(corporate officer)

Title

President

Date

Jan 23, 1996

HAVING BEEN NAME 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 AS 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

DATE

Jan 23 1996

STATE OF FLORIDA
TALLAHASSEE

AM 8:27

FILING \$ 35.00