

P96000021675

JAMES A. GUSTINO, P.A.

Attorney & Counsellor at law

Telephone 407/645-2228

Ft. Collins 407/645-5844

2180 Park Avenue North • Suite 324

Winter Park, Florida 32789

February 23, 1996

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

300001728983

-02/26/96--01058--008

\*\*\*122.50 \*\*\*122.50

Re: CIEMEX USA, Inc.

Dear Sir or Madam:

In connection with the above-referenced corporation, enclosed please find one original and one photocopy of the Articles of Incorporation to be filed with your office, together with a check payable to the Florida Department of State in the amount of \$122.50.

Please have the enclosed Articles of Incorporation filed with the Florida Secretary of State, obtain a certified copy of the same (together with a certificate of status for this corporation), and thereafter return these documents to me at your earliest opportunity.

For your convenience, I am enclosing herewith a pre-addressed and stamped envelope for your use in forwarding the above requested materials to my attention.

If you have any questions, please call me.

Thanking you for your kind assistance in this matter, I remain,

Very truly yours,

James A. Gustino

cc: Client

Enclosures

FILED  
96 MAR 11 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96-15374  
126-1910  
3/1/96  
JAG



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 27, 1996

JAMES A. GUSTINO, ESQUIRE  
2180 PARK AVENUE NORTH  
SUITE 324  
WINTER PARK, FL 32789

SUBJECT: CIEMEX USA, INC.  
Ref. Number: W96000004376

We have received your document for CIEMEX USA, INC. 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 name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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) 487-6933.

Dana Farmer  
Document Specialist

Letter Number: 696A00008494

JAMES A. GUSTINO, P.A.

Attorney & Counsellor at Law

2180 Park Avenue North • Suite 324  
Winter Park, Florida 32789

Telephone 407/645-2228

Facsimile 407/645-5844

March 5, 1996

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Attention: Ms. Dana Farmer, Document Specialist

Re: CIEMEX America, Inc.

Dear Ms. Farmer:

In connection with the above-referenced corporation, enclosed please find one original and one photocopy of the Articles of Incorporation to be filed with your office.

As we discussed this date, I had previously remitted my firm's check in the amount of \$122.50 (see attached correspondence dated February 23, 1996 and your responsive correspondence of February 27, 1996) for your Department's fee vis-a-vis the incorporation of CIEMEX USA, Inc., but was advised that my client could not utilize that name since it was too similar to the name CEMEX USA, Inc. which had been previously reserved by the C.T. Corporation. I understood from our telephone conversation of this date, however, that there will be no additional fee for the incorporation of CIEMEX America, Inc.

Please have the enclosed Articles of Incorporation filed with the Florida Secretary of State, obtain a certified copy of the same (together with a certificate of status for this corporation), and thereafter return these documents to me at your earliest opportunity.

For your convenience, I am enclosing herewith a pre-addressed and stamped envelope for your use in forwarding the above requested materials to my attention.

If you have any questions, please call me.

Thanking you for your kind assistance in this matter, I remain,

Very truly yours,



James A. Gustino

cc: Client

ARTICLES OF INCORPORATION

OF

CIEMEX AMERICA, INC.

FILED  
96 MAR 11 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be CIEMEX AMERICA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office address for the corporation is 1215 Via Salerno, Winter Park, Florida 32789.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding one hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is 2180 Park Avenue North, Suite 324, Winter Park, Florida 32789. The name of the initial registered agent of the corporation at such address is James A. Gustino.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and street address of the initial director are:

Name

Address

Johanna Drinkenburg-Wald

1215 Via Salerno  
Winter Park, Florida 32789

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation are:

Name

Address

Johanna Drinkenburg-Wald

1215 Via Salerno  
Winter Park, Florida 32789

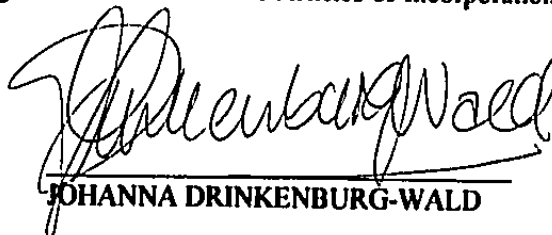
#### ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5 day of March, 1996.



JOHANNA DRINKENBURG-WALD

("Incorporator")

STATE OF FLORIDA       )  
                                  ) S.S.:  
COUNTY OF ORANGE     )

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 5 day of March, 1996 by JOHANNA DRINKENBURG-WALD, who:

- [ ☒ ] is personally known to me; or  
[    ] who has produced \_\_\_\_\_ as identification; and who:  
[ ☒ ] did or  
[    ] did not, take an oath.



JAMES A GUSTINO  
My Commission CC341882  
Expires Jan. 13, 1998  
Bonded by HAI  
800-422-1855

  
\_\_\_\_\_  
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned, James A. Gustino, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.

  
\_\_\_\_\_  
JAMES A. GUSTINO

("Registered Agent")

FILED  
96 MAR 11 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA