

**P96000037492**  
**CHRISTOPHER M. RUNDLE, P.A.**  
ATTORNEY AT LAW  
3020 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134  
(305) 600-0088  
TELEGRAPH (305) 443-0850

**FILED**  
95 APR 26 AM 10:50  
STATE  
TALLAHASSEE, FLORIDA

April 23, 1996

To the Secretary of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee Florida 32314

600001798820  
-04/29/96--01066--002  
\*\*\*122.50 \*\*\*122.50

**RE: EBENFORT INVESTMENTS USA, INC .**

Dear Sir,

Enclosed please find Original and one copy of Articles of Incorporation for **EBENFORT INVESTMENTS USA, INC.** A check for \$122.50 for filing the same corporation is also included.

Your attention to this matter would be greatly appreciated.

Yours sincerely,

  
Christopher M. Rundle

CMR:ar  
Encl.  
ebenfort.usa/secstate.apl

**BROWN MAY - 1 1996**

FILED  
95 MAR 26 1 10:50  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**EBENFORT INVESTMENTS USA, INC.**

The undersigned hereby enters these Articles of Incorporation for the purpose of establishing a corporation in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be **EBENFORT INVESTMENTS USA, INC.**

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The corporation hereby formed shall have the power to purchase, lease or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any of the states, districts, or territories of the United States, and in any and all foreign countries, subject to the laws of any such states, districts, territories, or countries.

**ARTICLE IV**

This corporation shall have the power

- i. to take, buy, exchange, lease or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage,

and develop such

property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.

- ii. to erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections that may at any time be necessary, useful, or advantageous for the purposes of the corporation.
- iii. to take, purchase, or otherwise acquire, and to own and hold such personal property, chattels, chattels real, rights, ensements, privileges, choices in action, notes, bonds, mortgages, and securities as may lawfully be acquired and held by corporations under the laws of the State of Florida and the United States.

#### **ARTICLE V**

This corporation may conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business, office, plant, store, or other facility.

#### **ARTICLE VI**

This corporation may acquire all or any part of the good will, rights, franchises, property, and business of any person, firm, association, or corporation engaged in any business similar to the business of this corporation, and to pay for it in cash or in stock or obligations of the corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.

## ARTICLE VII

This corporation may

- i. hire and employ agents, servants, and employees, and enter into agreements of employment and collective bargaining agreements, and act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.
- ii. promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.
- iii. let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.
- iv. carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Florida and the United States on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

## ARTICLE VIII

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers

shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### **ARTICLE IX**

The total authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock at a par value of One (1.00) Dollar per share.

#### **ARTICLE X**

The street address of this corporation's initial principal office is as follows:

**3031 Brickell Avenue, Miami, Florida.**

#### **ARTICLE XI**

The address of the corporation's registered office is **3929 Ponce de Leon Blvd. City of Coral Gables,, County of Dade, State of Florida.**<sup>33134</sup> The corporation's initial registered agent at such address is Christopher M. Rundle.

#### **ARTICLE XII**

The business of the corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the initial Board, be determined by the Bylaws, but shall never be fewer than two (2).

#### **ARTICLE XIII**

The initial Board of Directors shall consist of six (6.) members. The name and street address of the initial Board of Directors, who shall hold office for the first year of the corporation's existence or until his or her successor is elected and has qualified are as follows:

<u>Name</u>	<u>Title</u>
NATALIA LORENA CALDERONI MAIETTA	Managing Director
IRMA CARMEN TESTI DE CALDERONI	Managing Director
JUAN B. CALDERONI MAIETTA	Managing Director

#### ARTICLE XIV

The name and street of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Christopher M. Rundle	3929 Ponce de Leon Blvd. Coral Gables Florida 33134

#### ARTICLE XV

The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

#### ARTICLE XVI

This corporation reserves the right to amend or repeal any provisions contained in

these Articles of Incorporation and any right of the stockholders of this corporation is subject to this reservation.

**ARTICLE XVII**

In accordance with Florida Statutes 607.0203(1), the effective date for commencement of corporate existence shall be immediately upon the signing of these Articles of Incorporation, and their filing.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this 23 of *April*, 1996.

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.



CHRISTOPHER M. RUNDLE

FILED  
95 APR 26 AM 10:51  
TALLAHASSEE, FLORIDA

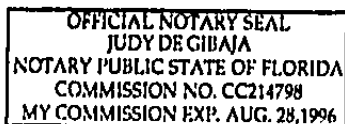
STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Christopher M. Rundle, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed the same for the uses and purposes therein expressed.

WITNESS my hand and seal in Coral Gables, Florida this 23  
day of April, 1996.

Judy De Gubaja  
NOTARY PUBLIC

My Commission Expires:







FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTIAM, SECRETARY OF STATE

## RESIGNATION OF REGISTERED AGENT

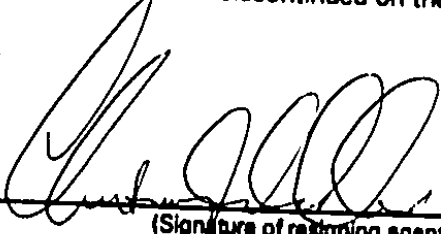
FILED  
97 FEB 11 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509

Florida Statutes, the undersigned, CHRISTOPHER M. RUNDLE, ESQ.  
(Name of registered agent)

hereby resigns as Registered Agent for EBENFORT INVESTMENTS U.S.A. INC.  
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.  
The agency is terminated and the office discontinued on the 31st day after the date on which  
this statement is filed.

  
(Signature of resigning agent)

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)

**Fee for filing this document:**

\$87.50 - Active corporation  
\$35.00 - Administratively dissolved corporation

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314

P96000037492

CHRISTOPHER M. RUNDLE, P.A.

ATTORNEY AT LAW  
3029 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134  
(305) 509-0000  
TELECOMEN (305) 443-0050

FILED  
97 FEB 11 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 23, 1997

To the Secretary of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee Florida 32314

700002069357---0  
-01/23/97--01053--020  
\*\*\*122.50 \*\*\*487.50

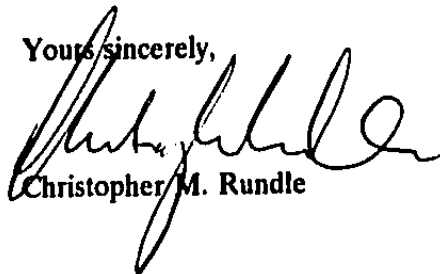
RE: **EBENFORT INVESTMENTS USA, INC.**

Dear Sir,

Enclosed please find check for \$122.50 for the Articles of Dissolution of the above mentioned Corporation and my official resignation as registered agent for the same company.

Your attention to this matter would be greatly appreciated.

Yours sincerely,

  
Christopher M. Rundle

CMR\ar  
Encl.  
ebnfirt.usa\allsecst.ltr

Vo ldis

VS FEB 17 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 3, 1997

CHRISTOPHER M. RUNDLE  
3929 PONCE DE LEON BLVD.  
CORAL GABLES, FL 33134

SUBJECT: EBENFORT INVESTMENTS USA, INC.  
Ref. Number: P96000037492

We have received your document for EBENFORT INVESTMENTS 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 document must state either: (1) None of the corporation's shares have been issued OR (2) The corporation did not commence business.

The resigning registered agent must sign the resignation form.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 997A00005453

RECEIVED  
97 FEB 11 AM 8:45  
DIVISION OF CORPORATIONS

FILED  
97 FEB 11 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF DISSOLUTION  
OF  
EBENFORT INVESTMENTS U.S.A. INC.

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, the undersigned of the corporation hereinafter named, adopt the following Articles of Dissolution:

1. The name of the corporation is EBENFORT INVESTMENTS U.S.A. INC.
2. The date of filing of its articles of incorporation was April 26, 1996.
3. The amount, if any, actually paid in on subscriptions for any shares, less any part thereof disposed of for necessary expenses, has been returned to those entitled thereto.
4. No debts of the corporation remain unpaid.
5. A majority of the directors of the company elect that the corporation be dissolved.
6. The corporation did not commence business.

Dated January 23, 1997.

  
Natalia Lorena Calderoni Maietta  
Director

STATE OF FLORIDA

COUNTY OF DALLAS

Before me, the undersigned authority, personally appeared ANITA HORTON  
CARDEN MAYER who is to me well known to be the person described in and who  
subscribed the above articles of dissolution, and she did freely and voluntarily  
acknowledge before me according to law that she made and subscribed the same for the  
uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at CORRAL GATE LG3  
in said County and State this 23 day of January 1997.

Judy De Gibaja

Notary Public  
STATE OF FLORIDA

My commission expires: \_\_\_\_\_

