JUN-13 ... 13:53 EMPIRE CORPORATE KIT P.07/15

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(((H96000008307))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BORTOL CORP.

FAX AUDIT NUMBER: H96000008307 CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/13/1996 TIME REQUESTED: 13:34:38

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 7, 1996

ERNESTO SANCHEZ, ESQ.
814 PONCE DE LEON BLVD.
STE. 505
CORAL GABLES, FL 33134-3028

The name BORKOL CORP. has been reserved for 120 days beginning June 7, 1996. The reservation number is R96000002810 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanthan Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 096A00028470

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ARTICLES OF INCORPORATION OF BORTOL CORP.

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

FILED
96 JUN 13 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
IDENTIFICATION

The name of this corporation shall be BORTOL CORP.

ARTICLE II
DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III
PURPOSES

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

Prepared by: Ernesto Sanchez, Esq. (Fl. Bar No. 349097)
Ernesto Sanchez, P.A.
814 Ponce de Leon Blvd. Suite 505
Coral Gables, Fl. 33134
305-441-2040

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ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 100,000 shares of Common Stock of $1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. Upon dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows:

Ernesto Sanchez, P.A.,
814 Ponce de Leon Blvd.,
Suite 505,
Coral Gables, Florida 33134.

ARTICLE VI

PRINCIPAL OFFICE

The corporation shall maintain its principal office at:

BORTOL CORP.
c/o Ernesto Sanchez, P.A.
814 Ponce de Leon Blvd.

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Suite 808,

Coral Gables, Florida 33134.

ARTICLE VII

DIRECTORS

1. The corporation shall have at least one director(s), but the Bylaws may provide for the increase or decrease in the number of directors, provided that the number of Directors shall never be less than one.

2. The corporation shall initially have two director(s). The name and address of the initial directors(s) are as follows:

NAME	ADDRESS
Marcelo Bortolussi A.	2000 South Bayshore Drive L'Hermitage, Unit 4 Coconut Grove, Fl. 33133
Gilberto Bortolussi V.	2000 South Bayshore Drive L'Hermitage, Unit 4 Coconut Grove, Fl. 33133

ARTICLE VIII

INITIAL OFFICERS

The names and addresses of the initial officers of the corporation, who shall hold office until the first meeting of directors or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

Marcelo Bortolussi A. - President

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Gilberto Bortolussi V. - Vice President, Treasurer and Assistant Secretary

Lorraine A. Lambo - Vice President and Secretary

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Ernesto Sanchez, Esq.
814 Ponce de Leon Blvd.
Suite 508,
Coral Gables, Florida 33134

ARTICLE X

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as

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conferred by a statute or authorised by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.

4. The corporation shall fully indemnify and protect its present or former directors, officers, counsel, employees, agents, attorneys or attorneys-in-fact for and against any and all claims, liabilities or expenses, including attorney's fees, incurred by any of them in connection with any acts done or actions performed by any of them within the scope of their respective duties or responsibilities or at the corporation's direction or request. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed

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these Articles of Incorporation at Coral Gables, Florida, for the uses and purposes aforesaid, this 13th day of June, 1996.

Ernesto Sanchez, Esq.
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Ernesto Sanchez, [✓] Personally known to me or [ ] produced ______________ as identification, who subscribed the above and foregoing (or attached) Articles of Incorporation; and he freely and voluntarily acknowledged before me according to law that he 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 affixed my official seal, at Coral Gables, Florida, this 13th day of June, 1996.

NOTARY PUBLIC

OFFICIAL NOTARY SEAL
IVETTE MASON-BROSCO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC[illegible]
MY COMMISSION EXP. SEPT [illegible]

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Chapter: MORTOL CORP., desiring to organize under the laws of the State of Florida has designated Ernesto Sanchez, P.A., with offices at 814 Ponce de Leon Blvd., Suite 505, Coral Gables, Florida 33134, as its registered agent to accept service of process within this state, as indicated in the foregoing Articles of Incorporation.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of Chapter 607 of the Florida Statutes keeping open said office.

Date: June 13, 1996.

FILED
96 JUN 13 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ERNESTO SANCHEZ, P.A.
By: Ernesto Sanchez
Ernesto Sanchez, President
Registered Agent

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