

**Charter Number Only**

Requester's Name Antonio Aguilera

2937 S.W. 27 Ave. #300

Address Miami, Fl 33133

Phone

**VALIDATION ONLY**

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00/09/2005 01025-026  
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 **Empire** Toll Free: 1-800-432-3028

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DIVISION OF CORPORATE AFFAIRS

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**ARTICLES OF INCORPORATION OF  
DECO SERVICES, INC.**

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**ARTICLE ONE**

The name of this corporation shall be:

**DECO SERVICES, INC.**

**ARTICLE TWO**

This corporation may engage in any activity or business permitted under the laws of the United States of America.

**ARTICLE THREE**

This corporation shall have perpetual existence; unless, sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Date of Incorporation.

**ARTICLE FOUR**

The amount of capital with which the corporation shall begin business shall not be less than FIVE HUNDRED DOLLARS (\$500.00), or such greater amount as may be required by law.

**ARTICLE FIVE**

This corporation shall at all times have at least ONE (1) Director. The stockholders of this corporation may, from time to time, and at any time increase or diminish the size of this corporation's board of directors, provided that the corporation shall at all times have a minimum of one (1) Director.

**ARTICLE SIX**

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

**ARTICLE SEVEN**

This corporation is authorized to issue shares of stock as follows:

A. DESIGNATION: The stock of this corporation shall be known as common stock.

B. AUTHORIZED: The maximum number of shares of Common Stock that this Corporation may issue is 500 shares and the same may be fractional.

C. PAR VALUE: Each share of Common Stock shall have the par value of ONE (\$1.00) DOLLAR per share.

D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any consideration shall be conclusive.

E. NON ASSESSABILITY: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stock Holders of the Corporation.

G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any rights of cumulative voting.

H. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purposes.

I. LIQUIDATION RIGHTS: Holders of Common Stock are entitled to receive their pro-rated share of any assets of this Corporation remaining after payment of all corporate debts and obligations, in the event of the liquidation or dissolution of this corporation.

#### ARTICLE EIGHT

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect; unless, assented to in writing by the record holders of the required percentage of this Corporation's shareholders entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:

Required Percentage 51%

2. Sale, Lease or Exchange of all or substantially all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:

Required Percentage 51%

3. Merger or Consolidation of this Corporation into or with any other Corporation:

Required Percentage 51%

4. Voluntary Dissolution of this Corporation:

Required Percentage 51%

#### **ARTICLE NINE**

No record holder of stock of any class of this Corporation shall be entitled; as of right, to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or, of bonds, certificates of indebtedness, debentures, or such securities convertible into, or carrying the right to purchase, Stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock may be issued, and disposed of by the Board of Directors to such person, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders of record, of any class, on the same terms, all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

#### **ARTICLE TEN**

The name and address of the initial directors and subscribers are as follows:

#### **DIRECTOR**

ANTONIO M. AGUILERA

2937 S.W. 27th Ave. #306  
Miami, Fl. 33133

**SUBSCRIBER**

ANTONIO M. AGUILERA

2937 S.W. 27TH Ave. #306  
Miami, Fl. 33133

**ARTICLE ELEVEN**

STOCK TRANSFER RESTRICTION

The transfer of stock by a stockholder of this corporation is restricted. Said Restrictions are to be found in the By-Laws of this Corporation or a Shareholders Agreement.

**ARTICLE TWELVE**

The Registered Agent and the registered office of this Corporation shall be:

ANTONIO M. AGUILERA

2937 S.W. 27th Ave. #306  
Miami, Fl. 33133

**ARTICLE THIRTEEN**

The undersigned individual; competent to contract, execute this Certificate of Incorporation as it's initial Subscriber and Director. The undersigned individual shall hold office as Director until his successors has qualified, following their election or appointment. The street address in Florida of the principal office of this corporation shall be as follows:

Street Address:

2937 S.W. 27th Ave. #306  
Miami, Fl. 33133

The corporation shall change it's Principal office at any time.

Mailing address:

2937 S.W. 27th Ave. #306  
Miami, Fl. 33133

#### ARTICLE FOURTEEN


Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including legal counselfees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a Director of the corporation (whether or not he or she is made a party to such action, suit or proceedings, or at the time such costs or expense is incurred by or imposed upon him/her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceedings to have been derelict in the performance of the duties imposed in him/her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

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

IN COMPLIANCE WITH SECTION 48,091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

**DECO SERVICES, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED **ANTONIO M. AGUILERA**, OF 2937 S.W. 27TH AVE. #306, OF THE CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
**ANTONIO M. AGUILERA**

August 7, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

  
**ANTONIO M. AGUILERA**

DATED: August 7, 1996

FILED  
95 AUG -9 11:00  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

FROM

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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:00 PM

((H96000015944 7))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000  
FROM: RASCO & REININGER ACCT#: 104076000124  
CONTACT: CARLOS A GATO  
PHONE: (305)261-0500 FAX #: (305)267-1787

NAME: DECO SERVICES, INC.  
AUDIT NUMBER.....H96000015944  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0 PAGES..... 1  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$87.50

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TALLAHASSEE, FLORIDA



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Audit No. 96000015944

96 NOV 12 PM 4:16  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
 TO THE ARTICLES OF INCORPORATION OF  
 DECO SERVICES, INC.  
 a Florida corporation

The Articles of Incorporation of DECO SERVICES, INC., a Florida corporation, hereinafter referred to as the "Corporation," are amended as follows:

1. The name of the Corporation is DECO SERVICES, INC.

1. ARTICLE TEN of the Articles of Incorporation is hereby amended to reflect the name and address of all of the members of the board of directors of the Corporation to consist of the following:

RICARDO CAROZZI

407 Lincoln Road, Suite 6 G  
 Miami Beach, Florida 33139

DANIELA SILVINA CAROZZI

407 Lincoln Road, Suite 6 G  
 Miami Beach, Florida 33139

The foregoing Amendment to the Articles of Incorporation of the Corporation were duly adopted and approved at a special meeting of all of the Shareholders called expressly for the purpose of approving said Amendments and held on November 8, 1996, pursuant to Section 607.1003 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment to the Articles of Incorporation this 8th day of November 1996.

Attest:

DECO SERVICES, INC., a Florida  
 corporation

[Signature]  
 Daniela Silvina Carozzi, Secretary

By: [Signature]  
 Ricardo Diego Carozzi, President

CORP1002-11-02-001.2

This document prepared by:  
 Salomon B. Esquenazi, Esq.  
 Rasco & Reininger, P.A.  
 5200 Blue Lagoon Drive, Suite 700  
 Miami, Florida 33126  
 Bar No.: 992038  
 (305) 261-0500

Audit No. H96000015944

**ROTH, MILNE & ROUSSO**

ATTORNEYS AT LAW

9360 SOUTH DIXIE HIGHWAY

PENTHOUSE 2

MIAMI, FLORIDA 33186

LEONARDO A. ROTH  
ROBERT A. MILNE  
MARK E. ROUSSO

MARK E. ROUSSO  
MICHAEL H. GAIN

BARRISTER IN CHARGE AND VICE  
ATTORNEY IN CHARGE

NORTH DASH OFFICE

2075 NE 101 ST.

PH 3A

AVANTURA, FLORIDA 33100

TELEPHONE: (305) 466-0022

FAX: (305) 466-0000

REPLY TO: MIAMI

September 4, 1997

Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Deco Services, Inc.

Dear Sir/ Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above referenced corporation, and a check in the sum of \$ 35.00 to cover the filing fee of same.

Please forward a receipt of the aforementioned, in the self addressed stamped envelope, herein enclosed.

If you have any questions, please contact this office.

Very Truly Yours,

ROTH, MILNE & ROUSSO

**LEONARDO A. ROTH**

LEONARDO A. ROTH  
LAR, er  
Encl.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 SEP -8 PM 2:05

APPROVED  
AND  
FILED

REPUBLIC OF ARGENTINA  
CITY OF BUENOS AIRES  
EMBASSY OF THE UNITED STATES OF AMERICA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DECO SERVICES, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST : The following shall be new corporate address of the  
aforementioned corporation:

4831 N.W. 99 Ct.  
Miami, Florida 33178

SECOND : The following shall be the new Registered Agent of  
the aforementioned Corporation:

Leonardo A. Roth, Esq.  
c/o Roth, Milne & Rousso  
9350 S. Dixie Hwy., PH2  
Miami, FL 33156

THIRD : The date of the Amendment's adoption was  
August 12, 1997.

FOURTH : The Amendment was adopted by the Board of Directors  
without Shareholder Action and Shareholder Action  
was not required.

Signed this August 12, 1997.

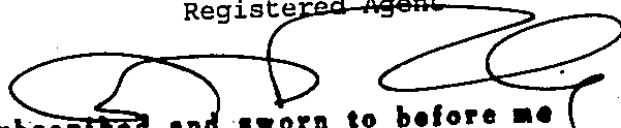
DECO SERVICES, INC.

  
RICARDO CAROZZI - DIRECTOR

I hereby am familiar with the duties and responsibilities as  
registered agent for said corporation

  
By:  
Registered Agent

Prepared by:  
Leonardo A. Roth, Esq.  
9350 S. Dixie Hwy., PH2  
Miami, FL 33156  
Tel (305) 670-9994

  
Subscribed and sworn to before me  
this 27 day of August 1997.

Christopher J. Randall  
Consul

APPROVED  
AND  
FILED  
27 SEP - 8 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA