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PREMIER LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0721000000032

REFERENCE : 057451 4340059

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizutto*

ORDER DATE : August 19, 1996

3000001925293

ORDER TIME : 10:05 AM

ORDER NO. : 057451

CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant  
KELLEY DRYE & WARREN, LLP  
201 South Biscayne Blvd.  
Suite 2400  
Miami, FL 33131-2399

DOMESTIC FILING

NAME: HIDRO-GRUBERT U.S.A. INC.

EFFECTIVE DATE: AUGUST 13, 1996

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 19 PM 1:26

RECEIVED  
95 AUG 19 PM 12:05  
DIVISION OF CORPORATION

EFFECTIVE DATE

8/13/96

**ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

56 AUG 19 PM 1:26

**HIDRO-GRUBERT U.S.A. INC.**

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

**ARTICLE I**

**NAME**

The name and principal address of this Corporation shall be:

HIDRO-GRUBERT U.S.A. INC.  
c/o Ignacio E. Sanchez, Esq.  
201 South Biscayne Blvd., Suite 2400  
Miami, Florida 33131

**ARTICLE II**

**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation, effective as of August 13, 1996. The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

c/o Kelley Drye & Warren LLP  
201 South Biscayne Blvd., Suite 2400  
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Ignacio E. Sanchez, Esq.

**ARTICLE VI**

**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII**

**DIRECTORS - NAMES AND STREET ADDRESSES**

The name and street address of the initial member of the first Board of Directors who shall hold office until his successors have been duly elected or appointed and have qualified are as follows:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
Sergio Andres Bertotto	Piedras 519 - Tercer Piso 1070 Capital Federal, Argentina

**ARTICLE VIII**

**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

**NAME**

**Street Address**

Toni Clark

c/o Kelley Drye & Warren LLP  
201 South Biscayne Blvd., Suite 2400  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 13th day of August, 1996.



Toni Clark  
Incorporator

**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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In pursuance of Section 48.091 and Chapter 607, Florida Statutes, HIDRO-GRUBERT U.S.A. INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Kelley Drye & Warren LLP, 201 South Biscayne Blvd., Suite 2400, Miami, Florida 33131, has named Ignacio E. Sanchez, Esq., located thereat as its registered agent to accept service of process within this state.

By: Toni Clark  
Toni Clark  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

Ignacio E. Sanchez  
Ignacio E. Sanchez, Esq.  
Registered Agent

**P96000068848**

**SANCHELIMA & ASSOCIATES, P.A.**

PATENTS, TRADEMARKS & COPYRIGHTS

J. Sanchelima, REG. PAT. ATTY.

November 12, 1996

Secretary of State  
Division of Corporations  
Change of Registered Agent  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Hidro-Grubert USA, Inc.

288 S.W. LE JEUNE ROAD  
MIAMI, FL 33135-1768  
(305) 447-1817  
FAX: (305) 448-8484  
FILED  
NOV 18 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
800002000478--9  
-11/19/96-01025--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent for the above-mentioned corporation and a check in the amount of \$35.00 to cover your filing fees.

If you have any questions or comments in regard to this matter, please do not hesitate to contact us.

Very truly yours,

SANCHELIMA & ASSOCIATES, P.A.

  
Jesus Sanchelima, Esq.

JS/dpr  
Enclosures

Achq  
11/21  
RLL

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Hidro Grubert USA, Inc.
2. The name and address of its present registered agent is:

Kelley Drye & Warren LLP  
c/o Ignacio E. Sanchez, Esq.  
201 South Biscayne Boulevard, Suite 2400  
Miami, Florida 33131

3. The name and street address to which its registered agent is to be changed is:

Sanchellma & Associates, P.A.  
c/o Avelino J. Gonzalez, Esq.  
235 S.W. Le Jeune Road  
Miami, Florida 33134

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Sergio Andres Bertotto  
(Typed or printed name and title)

Signature [Signature]  
(President or Vice-President)  
Date November 12, 1996

HAVING BEEN NAMED 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Avelino J. Gonzalez  
Signature [Signature]  
(Agent)

Date 10/25/96

**FILING FEE \$35**

FILED  
95 NOV 18 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA