

P960000080171

Stephane Lemaire

Requestor's Name

7930 N.W. 36th St. Ste 23-141

Address

Miami, FL 33146

City/State/Zip

Phone #

900001956879

-09/25/96--01083--013

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

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Zilia Water Distribution Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 SEP 25 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9.27.96

Examiner's Initials

KR

FILED  
96 SEP 25 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(1)

**ARTICLES OF INCORPORATION  
of  
ZILIA WATER DISTRIBUTION, INC.**

**ARTICLE I - NAME**

**THE NAME OF THIS CORPORATION IS:**

**ZILIA WATER DISTRIBUTION, INC.**

**ARTICLE II - DURATION**

**THE DURATION OF THIS CORPORATION SHALL BE NINETTY-NINE (99) YEARS, COMMENCING WITH THE DATE AND TIME OF THE FILING OF THE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF STATE.**

**ARTICLE III - PURPOSE**

**THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED INCLUDE THE TRANSACTION OF ANY AND ALL LAWFULL BUSINESS FOR WHICH A CORPORATION MAY BE INCORPORATED UNDER THE STATE OF FLORIDA.**

**ARTICLE IV - CAPITAL STOCK**

**THIS CORPORATION IS AUTHORIZED TO ISSUE SIXTY (60) SHARES OF STOCK OF NO PER VALUE.**

**ARTICLE V - VOTING RIGHTS**

**EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ENTIRE VOTING POWER FOR THE ELECTION OF DIRECTORS AND FOR ALL OTHER PURPOSES SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF THE OUTSTANDING COMMON SHARES.**

(II)

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

**THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE AND THE PRINCIPAL ADDRESS OF THIS CORPORATION IS :**

**7930 N.W. 36th Street Suite 23-141, Miami Florida 33166**

**AND THE NAME OF THE INITIAL REGISTERED AGENT FOR THIS CORPORATION IS :**

**Alexis NEGRO**

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

**THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESS OF THE INITIAL DIRECTORS IS :**

**Stéphane LEMAIRE**

**François-Xavier PINELLI**

**7930 N.W. 36th Street Suite 23-141, Miami Florida 33166**

**ARTICLE VIII - INCORPORATORS**

**THE NAMES AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS :**

**Stéphane LEMAIRE**

**François-Xavier PINELLI**

**7930 N.W. 36th Street Suite 23-141, Miami Florida 33166**

**ARTICLE IX - BY-LAWS**

(III)

**ARTICLE X - POWERS**

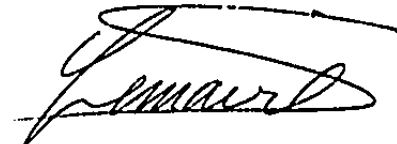
**THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT, OR ANY SUCCESSORS THERETO.**

**IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS:**

<sup>19</sup>  
**10th DAY OF SEPTEMBER 1996.**

**S.S. NUMBER 591 - 45 - 5715**

**STATE OF FLORIDA  
COUNTY OF DADE**



**Stéphane LEMAIRE**  
FL DL # L 560 790-74-149-0

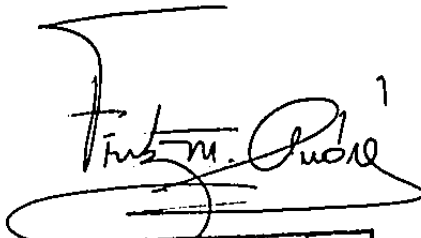
**François-Xavier PINELLI**

**SWORN TO AND SUBSCRIBED BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS:**

**10th DAY OF SEPTEMBER 1996**

<sup>19</sup>

**NOTARY PUBLIC, STATE OF FLORIDA AT LARGE**



OFFICIAL NOTARY SEAL  
FRITZ M. ANDRE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC513090  
MY COMMISSION EXP. NOV. 29, 1999

SWORN BEFORE ME  
ON 09 OF 19 09 1996

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL THE BY-LAWS SHALL  
BE VESTED IN THE BOARD OF DIRECTORS.

(III)

**ARTICLE X - POWERS**

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS  
ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT, OR ANY  
SUCCESSORS THERETO.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS  
EXECUTED THESE ARTICLES OF INCORPORATION THIS:

10th DAY OF SEPTEMBER 1996.

S.S. NUMBER 591 - 45 - 5715

~~STATE OF FLORIDA~~  
~~COUNTY OF DADE~~



François - Xavier PINELLI



~~Stéphane LEMAIRE~~

~~François-Xavier PINELLI~~

SWORN TO AND SUBSCRIBED BEFORE ME, THE UNDERSIGNED  
AUTHORITY, THIS:

10th DAY OF SEPTEMBER 1996

13th



David K. YOUNG  
Vice-Consul  
UNITED STATES  
OF AMERICA

~~NOTARY PUBLIC, STATE OF FLORIDA AT LARGE~~

(IV)

**ACCEPTANCE**

**THE UNDERSIGNED ACCEPTS APPOINTMENT AS REGISTERED AGENT  
FOR**

**ZILIA WATER DISTRIBUTION, INC.  
A FLORIDA CORPORATION.**



**Alexis NEGRO  
6040 North Waterway Drive  
Miami Florida 33155**

FILED  
96 SEP 25 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. 960000 81756

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

000002087200--8

-02/13/97--01092--017

\*\*\*\*105.00 \*\*\*\*\*35.00

OFFICE USE ONLY

FILED  
97 FEB 13 PM 5  
SECRET  
TALLAHASSEE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. USA Recambios Marinos Corp. PA0000081756  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

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RECEIVED  
97 FEB 13 PM 12:45  
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS FEB 18 1997

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

February 13, 1997

**AMERILAWYER**

**CORAL GABLES, FL**

**SUBJECT: USA RECAMBIOS MARINOS CORP.**  
**Ref. Number: P96000081756**

We have received your document for USA RECAMBIOS MARINOS CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6906.

**Darlene Connell**  
Corporate Specialist

**Letter Number: 997A00007909**



**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**USA RECAMBIOS MARINOS CORP.**

FILED  
97 FEB 13 AM 9:39  
SECRETARY  
TALLAHASSEE

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation provides:

President:	Amadeo Nunez
Vice-President:	
Secretary:	Mario Cortopassi
Treasurer:	Amadeo Nunez

**SECOND:** Article 5 shall be amended to state:

President:	Amadeo Nunez
Vice-President:	
Secretary:	Lourdes Navarro
Treasurer:	Amadeo Nunez

whose addresses shall be the same as the principal address of the Corporation.

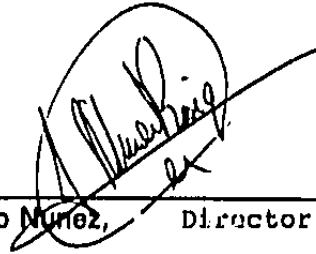
**THIRD:** The date of the adoption of this amendment is the 10 February 1997.

**FOURTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.



**FIFTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 10 February 1997.

A handwritten signature in dark ink, appearing to read "Amadeo Muñoz", is written over a horizontal line. The signature is stylized and somewhat cursive.

Amadeo Muñoz, Director

ARTAMEND.PRES