

**P97000016731**

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

**FILED**

97 FEB 21 PM 1:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL FEB 20 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY MP \_\_\_\_\_

WALK-IN Will Pick Up 2/21/2000

RE: Santamar U.S.A., Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express <sup>SM</sup>		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing	500002094035--4	
	-02/21/97--01027--002	
<input type="checkbox"/> Corporate Kit	***122.50	***122.50
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

SUBTOTALS \_\_\_\_\_

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
SANTRAMAR U.S.A., INC.**

**FILED**  
97 FEB 21 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this corporation shall be:

Santramar U.S.A., Inc.

**ARTICLE II - Business and Activities**

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - Capital Stock**

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - Term of Existence**

The effective date upon which this corporation shall come into existence shall be the date these Articles are subscribed, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Registered Office and Agent**

The street address of the initial registered office, of this corporation is:

233 S. Semoran Boulevard  
Orlando, Florida 32806

and the name of the initial registered agent of this corporation at that address is:

Alberto S. Bustamante, III

The principal office and mailing address of this corporation is:

5718 Norman H. Cutson Drive  
Orlando, Florida 32831

#### ARTICLE VI - Directors

- A. The initial number of directors of this corporation shall be two (2).
- B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Victor Santaella	5718 Norman H. Cutson Drive Orlando, Florida 32831
Nadia Kruk de Santaella	5718 Norman H. Cutson Drive Orlando, Florida 32831

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their

next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

#### ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Address

Victor Santaella

Calle Colon  
Edif. Santramar - 4to. Piso  
Puerto Cabello Z.P. 2024  
Venezuela

#### ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

#### ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_\_ day of October, 1996.

11. The fiscal year of the corporation shall end on December 31st of each year beginning with the year ending 1996.

12. The officers of the corporation are authorized and directed to pay all fees and expenses incurred prior to the filing of the corporation's Articles of Incorporation with the Secretary of State of the State of Florida, including but not limited to legal fees, filing fees and costs incurred in connection with the incorporation of the corporation.

Execution of this document by the undersigned, being all of the board of directors, waives any requirement of a formal meeting of the board of directors to conduct the business referred to herein.

Dated the 14<sup>th</sup> day of October, 1996.



Victor V. Santaella



Nadia K. de Santaella

oactant.faw

Republic of Venezuela )  
City of Caracas )  
Embassy of the )  
United States of America )

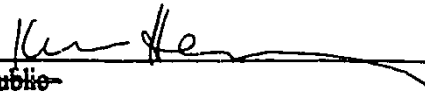


Victor Santaella

COUNTRY OF VENEZUELA

COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of October, 1996,  
by Victor Santaella ~~who is personally known to me or who have produced their~~  
VENEZUELAN ID as identification and who did (did not) take an oath.

  
Notary Public

KATHLEEN M. HENNESSE  
Consul of the United  
States of America

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of  
Santramar U.S.A., Inc.

  
Alberto S. Bustamante, III

einccant.faw

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA