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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 20 PM 12:18

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MAY 15, 1997

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl 32314

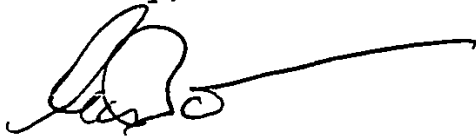
RE: CANROSS CORPORATION.

Dear Madam/Sir:

Enclosed please find a check in the amount of \$122.50 dollars, for filing fees, certify copy and registered agent designation. Please find enclosed Federal Express envelope so you can send forward the filing acknowledgement to our office . We need this corporation urgently.

Thank you for your cooperation in this matter.

Sincerely,



Eduardo C. Baragano, Esq.

ECB/ss.

Encls.

BROWN MAY 22 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**CANROSS CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 20 PM 12:18

The undersigned, Miguel Rodrigo Rossie, acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**ARTICLE I**

**NAME:**

The name of this corporation shall be: CANROSS CORPORATION.

**ARTICLE II**

**PRINCIPAL OFFICE:**

The principal place of business and mailing address of this corporation shall be: 4801 S. University Drive, Suite 271, Davie, FL 33328.

**ARTICLE III**

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation. It is expressly declared and provided that the corporation, to carry on its business, or for the purpose of publishing any of the objects here in above mentioned shall have the power to make and perform contracts of any kind and description to do any and all other acts and things, and to exercise any and all other power, either as principal, agent or broker conferred by the laws of the State of Florida upon corporations formed under the laws of said state and which now or here after may authorized by law:

#### ARTICLE IV

##### SHARES:

The authorized capital stock of this corporation shall consist of: Ten Thousand (10,000) shares of common stock, One dollars (\$1.00) par value.

#### ARTICLE V

##### EXISTENCE:

The corporation shall have perpetual existence.

#### ARTICLE VI

##### REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the corporation's initial Registered Office is 4801 S. University Drive, Suite 271, Davie, FL

33328. The initial Registered Agent for the corporation is Miguel Rodrigo Rossie located at the initial address of the corporation.

#### ARTICLE VII

##### DIRECTORS:

The corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

#### ARTICLE VIII

##### FIRST BOARD:

The following shall constitute the First Board of Directors of the corporation:

Enrique Cantu	Avenida America #806 Colonia Chapultepec, C.P. 00450 San Nicolas De La Garza, N.L. Mejico
Miguel Rodrigo Rossie	4801 S. University Drive, Suite 271 Davie, FL 33328

##### INCORPORATOR:

The name and address of the initial Incorporator of the corporation is as follows:

Miguel Rodrigo Rossie	4801 S. University Drive Davie, FL 33328
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## ARTICLE IX

### GENERAL PROVISION:

- (a) The private property of the Stockholder shall not be subject to the payment of any corporate debts to any extent whatsoever.
  
- (b) Subject to the provisions and conditions of the article the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just value to be fixed by its Board of Directors.
  
- (c) A Director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the law of the State of Florida and the laws of the United States.
  
- (d) The corporation shall indemnify each Director and Officer of the corporation against all or any portion of any expense reasonable incurred by him in connection with arising out of any action, suit or proceeding in which he

may be involved, by reason of his being or having been an Officer or Director of the corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

- (e) All share holders of the corporation shall be vested with full preemptive rights.

Subscribed at Fort Lauderdale, Florida, this <sup>14</sup>16 day of

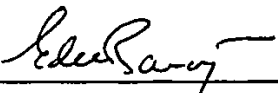
MAY, 1997.



\_\_\_\_\_  
Miguel Rodrigo Rossie  
Incorporator

STATE OF FLORIDA       )  
                                  )    SS:  
COUNTY OF BROWARD    )

The foregoing Articles of Incorporation of CANROSS CORPORATION  
were acknowledged before me this 16<sup>th</sup> day of MAY, 1997, by  
Miguel Rodrigo Rossie.

  
\_\_\_\_\_  
Notary Public, State of Florida.  
My Commission Expires:

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

In the pursuant of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That CANROSS CORPORATION desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named Miguel Rodrigo Rossie at 4801 S. University Drive, Suite 271, Davie, FL 33328, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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, agree to comply with the provisions of said Act relative to keeping open said office.

By: \_\_\_\_\_

Miguel Rodrigo Rossie  
Registered Agent

97 MAY 20 PM 12: 19  
FILED  
SECRETARY OF STATE  
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