P97000055653

S 12:09 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H97000010341 0)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: "ESCALA USA, INC."
AUDIT NUMBER......H97000010341
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES....... 6
CERT. COPIES......1 DEL.METHOD.. FAX
EST.CHARGE.. $122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2 NUM Connect: 00:14:4

6

FILED
97 JUN 24 PM 4:10
TALLAHASSEE, FLORIDA

BM 6/24/97

97 JUN 24 PM 4:10 FILED

H97000010341

(6)

ARTICLES OF INCORPORATION
OF
"ESCALA USA, INC."

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all powers, rights, privileges, and immunities; and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this Corporation is "ESCALA USA, INC.." (hereinafter referred to as the "Corporation") and its mailing address is 3301 S. W. 9 Street, #23, Miami, Florida 33135.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation will engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One thousand (1,000) shares of one Dollar ($1.00) par value common stock, which shall be designated "Common Shares."

This document prepared by:
GLADYS GONZALEZ-BOYER, ESQ.
FBN # 0069264
10621 N. Kendall Dr., #208,
Miami, Florida 33176
(305) 595-5553

H97000010341

H97000010341

ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Gladys Gonzalez-Boyer, Esq., and her address is 10621 North Kendall Drive, Ste 208, Miami, Florida 33176.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

NAME	ADDRESS
1. Daniel Arnoldo Libovich Chafer	3301 S.W. 9 St, #23, Miami, Florida 33135
2. Antonieta Abreu de Libovich	3301 S. W. 9 St, #23, Miami, Florida 33135

(a) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.

(b) The business affairs of this Corporation shall be managed by the Board of Directors, and

(c) The Board of Directors shall be shareholders in the Corporation.

H97000010341

H97000010341

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended, or repealed by either the shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

The name of the person signing these Articles is Daniel Arnoldo Libovich Chafer and his address is 3301 S. W. 9 Street, #23, Miami, Florida.

ARTICLE X -AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of June, 1997.

Daniel Arnoldo Libovich Chafer,
Incorporator.

H97000010341

H97000010341

Re: "**ESCALA USA, INC.**"

ACKNOWLEDGMENT

STATE OF FLORIDA)
) s.s.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared: Daniel Arnoldo Libovich Chafer, to me known to be the person described herein as incorporator and who executed the foregoing **ARTICLES OF INCORPORATION**, and he acknowledged before me that he executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office this 23RD day of June, 1997, in the City of Miami, County of DADE, in the State of Florida.

Notary Public,
State of Florida.

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA

Gladys M Gonzalez-Beyer
My Commission CC518604
Expires Dec. 07, 1999

H97000010341

H97000010341

"ESCALA USA, INC."

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

IN COMPLIANCE WITH FLORIDA STATUTES §607.034, THE FOLLOWING IS SUBMITTED:

FIRST–That "ESCALA USA, INC."., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Gladys Gonzalez-Boyer, whose address is 10621 N. Kendall Drive, Ste 208, Miami, Florida 33155 County of Dade, State of Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 23rd DAY OF June, 1997.

By: ______________________

Gladys Gonzalez-Boyer, Esq.
Registered Agent for Corporation

FILED
97 JUN 24 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000010341