

P970000081358

BREGO PRODUCTS OF MIAMI, INC.

4391 S.W. 11th Street  
Miami, Florida 33134

September 4, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300002296943--7  
-09/18/97-01070-011  
\*\*\*\*122.50 \*\*\*\*122.50

RE: BREGO PRODUCTS OF MIAMI, INC.

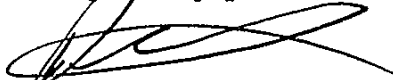
Gentlemen:

Enclosed find the two fully executed Articles of Incorporation for the above-referenced company. Also enclosed is a check, made to the order of the Secretary of State, in the amount of \$122.50 representing the Secretary of State's filing fees for the above-referenced corporation.

Once the corporation has been incorporated, return a certified copy to me in the enclosed self-addressed stamped envelope with the appropriate certificate indicating the date of incorporation and the document identification number.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



PABLO A. BREGOLAT

Enclosures (as noted)

FILED  
97 SEP 18 AM 10:45  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TM-9/19/97

**ARTICLES OF INCORPORATION  
OF  
BREGO PRODUCTS OF MIAMI, INC.**

**FILED**  
97 SEP 18 AM 10:45  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is **BREGO PRODUCTS OF MIAMI, INC.**

**ARTICLE II**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III**

**PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

**ARTICLE V**

**PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter

authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 4391 S.W. 11th Street, Miami, Florida 33134. The Registered Agent is Pedro Jorge Bregolat at 4391 S.W. 11th Street, Miami, Florida 33134.

**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors and Officers who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

ADDRESSES

PEDRO JORGE BREGOLAT  
President & Treasurer

4391 S.W. 11th Street  
Miami, Florida 33134

PABLO ALFREDO BREGOLAT  
Secretary & Vice-President

4391 S.W. 11th Street  
Miami, Florida 33134

**ARTICLE VIII  
INCORPORATOR**

The name and address of the incorporator is: Pedro Jorge Bregolat, 4391 S.W. 11th Street, Miami, Florida 33134.

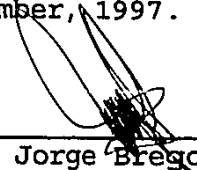
## ARTICLE IX

### INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of September, 1997.

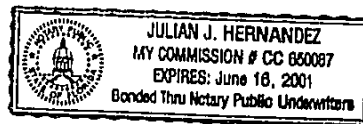
  
\_\_\_\_\_  
Pedro Jorge Bregolat

STATE OF FLORIDA     )  
                              :SS.  
COUNTY OF DADE     )

The foregoing Articles of Incorporation was acknowledged before me this 4th day of September, 1997, by Pedro Jorge Bregolat who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth therein.

*Julian J. Hernandez*  
NOTARY PUBLIC, State of Florida at Large  
NOTARY:  
My Commission Expires:

Personally Known \_\_\_\_\_ OR Produced Identification ✓  
Type of Identification Produced: Driver's License



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BREGO PRODUCTS OF MIAMI, INC.
2. The name and address of the Registered agent is: Pedro Jorge Bregolat, 4391 S.W. 11th Street, Miami, FL 33134.

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Registered Agent and Incorporator  
September 4th, 1997

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 agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

September 4th, 1997



DIVISION OF  
TALLAHASSEE, FLORIDA

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FILED