

Fax Server

1/7/2010 11:53:20 AM PAGE 1/005

Fax Server

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H100000040963)))



H100000040963ABCU

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PRO-CHEMICALS USA CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

2010 JAN -7 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JAN -7 PM 3:00

FILED

Amend

Electronic Filing Menu

Corporate Filing Menu

Help

Restate
Art.

D. CONNELL JAN Q 7 2010

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
PRO-CHEMICALS USA CORP.**

FILED
10 JAN -7 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of PRO-CHEMICALS USA CORP. are amended and restated as set forth herein.

These Restated and Amended Articles shall become effective upon filing with Secretary of State of Florida.

These Restated and Amended Articles were unanimously adopted by all of the shareholders and directors of the Corporation on January 6, 2010.

ARTICLE I

CORPORATE NAME

The name of the corporation is PRO-CHEMICALS USA CORP.

ARTICLE II

PURPOSES & POWERS

The general nature of the business or business to be transacted by this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and to possess and exercise all the powers and privileges granted by the laws of the State of Florida and by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation, including, without limitation:

1. To manufacture, buy, sell, and generally deal in goods of any kind and nature.
2. To undertake, contract for, or carry on any business incidental to or in aid of, or convenient or advantageous in pursuance of, any of the objects or purposes of the Corporation.
3. To acquire all or any part of the good will, rights, franchises, property, and business of any person, firm, association, or corporation engaged in any business, and to pay for it in cash or in stock or obligations of the Corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.
4. To enter into and perform all manner and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm, association, corporation, or governmental division or subdivision.

5. To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store, or other facility.
6. To purchase, lease, or otherwise acquire, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any and all foreign countries, subject to the laws of any such state, districts, territories, or countries.
7. To promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals, and others and to give any guaranty in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation.
8. To cause to be formed, merged, reorganized, or liquidated, and to promote, take charge of, and aid in any way permitted by law the formation, merger, liquidation, or reorganization of any corporation, association or organization of any kind, domestic or foreign; and to form, organize, promote, manage, control, and maintain, and to dissolve, merge, or consolidate one or more corporations, in the stock or other securities of which this corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of this Corporation.
9. To enter into partnership agreements and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the Corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this Corporation.

ARTICLE III

AUTHORIZED SHARES

The total number of shares authorized to be issued by the Corporation is 5000 shares of voting common stock with \$1.00 par value per share.

ARTICLE IV

PREEMPTIVE RIGHTS

A. Except as provided in Paragraph B hereof, the shareholders of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued shares upon the decision of the board of directors to issue them including shares issued for consideration other than money.

B. Without being first offered to the stockholders for subscription, any shares of stock now or hereafter authorized may be issued as: (a) dividends or payment of dividends; or (b) pursuant to any amendment to the Articles of Incorporation whereby shares of stock are changed into a greater number of shares of the same class.

C. A shareholder may waive his preemptive right. A waiver evidenced in writing is irrevocable even though it is not supported by consideration.

D. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of three (3) months after being offered to shareholders at a consideration set by the board of directors that

is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of three (3) months is subject to the shareholders' preemptive rights.

E. Shares may not be issued as compensation to directors, officers, agents, or employees of the Corporation or of any subsidiary or affiliate or to satisfy any option rights granted as compensation to directors, officers, agents, or employees of the Corporation or of any subsidiary or affiliate.

ARTICLE V

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

POST OFFICE ADDRESS

The principal office or place of business of the Corporation shall be 7571 NW 82 Street, Miami, Florida 33166 or such other place as may be designated by the Board of Directors.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for the corporation and the registered office for the Corporation are as follows:

ENRIQUE HERRERO, JR.
7571 NW 82 Street
Miami, Florida 33166

ARTICLE VIII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be no less than one (1) nor more than five (5) as shall be from time to time determined by the Board of Directors. Until changed, the Board of Directors shall consist of four (4) Directors.

ARTICLE IX

NAME AND ADDRESSES OF DIRECTORS

The current Directors of the Corporation are:

ENRIQUE HERRERO, JR.
7571 NW 82 Street
Miami, Florida 33166

BIBIANA HERRERO
7571 NW 82 Street
Miami, Florida 33166

GABRIEL HERRERO
7571 NW 82 Street
Miami, Florida 33166

ANDRES HERRERO
7571 NW 82 Street
Miami, Florida 33166

ARTICLE X

BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to repeal or change by the stockholders.

ARTICLE XI

INDEMNIFICATION

A. Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A above, or in defense of any claim, issue or matter, therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

C. Approval. Any indemnification under this Article XI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph A above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the members.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article XI.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

The undersigned officers of the Corporation have executed these Restated and Amended Articles of Incorporation this 6th day of January, 2009.


ENRIQUE HERRERO, JR., President


GABRIEL HERRERO, Secretary

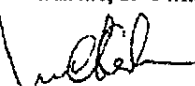
(Corporate Seal)

STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 6th day of January, 2009, by ENRIQUE HERRERO, JR. and GABRIEL HERRERO as president and secretary, respectively, of PRO-CHEMICAL USA CORP., a Florida corporation, on behalf of the corporation ☒ who are personally known to me, or ☐ who produced their respective Florida drivers' licenses as identification.


Notary Public- State of Florida

