

P97000108565

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: **ORINOCO U.S.A., INC.**

200002383622--2  
-12/26/97--01088--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation, a certificate of designation of registered agent, and a check for \$78.75 (filing fee and certificate).

FROM: Maria T. Toro de Gamero  
2200 Lemfield Circle, Apt. 202  
Winter Park, Florida 32792  
407-657-8850

FILED  
97 DEC 26 AM 8:47  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

mm  
12-30-97

**ARTICLES OF INCORPORATION**

**of**

**ORINOCO U.S.A., INC.**

**FILED**  
97 DEC 26 AM 8:47  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned Incorporator being a natural person competent to contract, submits these articles of incorporation for the purpose of forming a for-profit corporation.

**Article 1.** The name of the corporation is ORINOCO U.S.A., INC.

**Article 2.** The principal place of business and mailing address of this corporation is: 2200 Lemfield Circle, Apt. 202, Winter Park, Florida 32792.

**Article 3.** The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges.

**Article 4.** The name and address of the corporation's initial registered agent is Maria T. Toro de Gamero, 2200 Lemfield Circle, Apt. 202, Winter Park, Florida 32792.

**Article 5.** The name and street address of the incorporator of this corporation is Maria T. Toro de Gamero, 2200 Lemfield Circle, Apt. 202, Winter Park, Florida 32792.

**Article 6.** The number of directors constituting the initial board of directors is three and the name and address of each person who is to serve as a member thereof is as follows:

Hernan J. Gamero, 2200 Lemfield Circle, Apt. 202, Winter Park, Florida 32792.

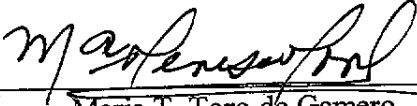
Maria T. Toro de Gamero, 2200 Lemfield Circle, Apt. 202, Winter Park, Florida 32792.

Aracelys C. Toro, 632 E. Helmway, Casselberry, Florida 32707.

**Article 6.** No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct or illegal actions.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these articles or incorporation on the date below.

12-19-97  
Date

  
Maria T. Toro de Gamero  
Sole Incorporator

**CERTIFICATE OF DESIGNATION**

of

**REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

The name and address of the corporation's registered agent and registered office is,

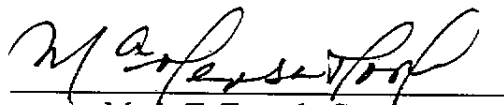
Name: Maria T. Toro de Gamero

Address: 2200 Lemfield Circle, Apt. 202  
Winter Park, Florida 32792

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CORPORATIONS

Having been named as the registered agent and to accept service of process for ORINOCO U.S.A., INC. at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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.

12-19-97  
Date

  
Maria T. Toro de Gamero