

Charter Number Only

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Linda 2/09/98

Collier + Rockman

Requestor's Name

8500 SW 92 Street, #106

Address

Miami, Florida 33156

City

State

ZIP

Phone

279-9200

VALIDATION ONLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

CARBO SUR (USA), INC.

- ☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☒ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
- ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of Registered Agent
☐ Certificate Under Seal
☐ After 4:30
☒ Pick Up
☐ Mail-Off

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

K. Rolfe

FEB 11 1998

CR2E031 (R8-85)



Empire Toll Free: 1-800-432-3028

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

certified copy

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ARTICLES OF INCORPORATION
OF
CABO SUR (USA), INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is:

CABO SUR (USA), INC.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

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

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Ten Thousand (10,000) Shares. Such shares shall be common stock of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE V - PRINCIPAL ADDRESS OF CORPORATION
AND INITIAL REGISTERED AGENT**

The street address of the principal office of the corporation and the mailing address of the corporation is 3500 NW 119 Street, Miami, Florida 33167. The name and street address of the initial registered agent of the Corporation is: Louis M. Rockman, Esq., 8500 SW 92 Street, Suite 106, Miami, Florida 33156.

ARTICLE VI - DIRECTORS

The number of directors may be altered from time to time by the By-Laws adopted by the stockholders. However, the corporation shall have no less than two directors at any time. The name and address of each person who is to serve as a member of the initial Board of Directors is:

IRENE REED	3500 NW 119 Street Miami, Florida 33167
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NEIL SMITH	3500 NW 119 Street Miami, Florida 33167
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Said Director shall hold said office until his or her successor is elected at the organizational meeting of the incorporators of this corporation.

ARTICLE VII - INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

LOUIS M. ROCKMAN	8500 SW 92 Street, Suite 106 Miami, Florida 33156
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ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - MEETINGS

The corporation may hold its meetings of stockholders and/or Directors either within or without the State of Florida.

ARTICLE X - ASSESSMENTS

There shall be no power to levy an assessment on any shares of the stock of this corporation.

ARTICLE XI - OFFICERS

The initial officers of the corporation are:

IRENE REED President
3500 NW 119 Street
Miami, Florida 33167

NEIL SMITH Vice-President, Secretary & Treasurer
3500 NW 119 Street
Miami, Florida 33167

ARTICLE XII - CAPITALIZATION

The amount of capital which the corporation will begin business shall be determined by the Board of Directors.

ARTICLE XIII - TRANSFER OF STOCK

All shares of stock in the corporation are assignable, and any stockholder may sell, assign and transfer his or her shares and certificates of stock at pleasure, provided, however, that he or she must first offer his or her stock for sale to the remaining stockholders, it being the intention hereof to give them the preference in the purchase of said shares, and any attempted sale in violation of this provision shall be null and void.

The stockholder desiring to sell his or her stock shall file notice in writing of his or her intention to do so with the Secretary of the corporation stating the terms of sale, and unless his or her terms are accepted by any or all of the stockholders within ten (10) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she shall be at liberty to sell to anyone else upon those terms or upon terms more favorable to himself or herself.

In the event the said stockholder shall at any time in the future desire to sell his or her stock upon less favorable terms to himself or herself than those contained in the foregoing notice, he or she shall be required to file a new notice as aforesaid stating the new terms which must be accepted within ten (10) days thereafter.

It is further a condition of the transfer of any of the stock of this corporation to any person other than the corporation to be held as treasury stock that all debts and obligations of said stockholder to the corporation shall have been paid in advance of said transfer.

ARTICLE XIV - STOCKHOLDER'S AGREEMENTS

When any written agreement is made between stockholders of the corporation which involves the interest of the corporation, such agreement shall be binding on the corporation provided a copy

of same shall be filed with the corporate minutes and thereafter said agreement shall be recognized and observed by the officers and agent of the corporation. Agreements between stockholders shall continue binding upon the corporation until there is filed with the President and Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such stockholder's agreements (or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholders' agreements) consenting to the revocation and cancellation of the agreements among the stockholders.

ARTICLE XV - GENERAL POWERS

This corporation shall have power:

(a) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(b) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all of any part of its property and assets.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with applicable laws.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all of any of its property franchise and income.

(h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(j) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(k) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(l) To make donations for the public welfare or for charitable scientific, or educational purposes.

(m) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees

and for any of all of the directors, officers, and employees of its subsidiaries.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

(q) Any and all other powers granted to a corporation under the laws of the State of Florida.

The undersigned incorporator, for the purpose of forming a corporation to do business within or without the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.



LOUIS M. ROCKMAN

STATE OF FLORIDA
COUNTY OF DADE

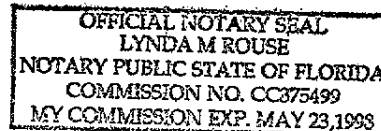
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared LOUIS M. ROCKMAN, to me known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 9th day of February, 1998.



NOTARY PUBLIC, State of Florida
LYNDA M. ROUSE

My commission expires: May 23, 1998



These Articles Prepared by:

LOUIS M. ROCKMAN, Esquire
8500 SW 92 Street, Suite 106
Miami, Florida 33156

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

FIRST, That CABO SUR (USA), INC., 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 Miami, County of Dade, State of Florida, has named LOUIS M. ROCKMAN, of 8500 SW 92 Street, Suite 106, Miami, Florida 33156 as its agent to accept service of process within this State.

ACKNOWLEDGMENT;

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



LOUIS M. ROCKMAN
Registered Agent