

P98000036054

Requestor's Name
 8038 NW 187 Terrace
 Miami Lakes, Fl. 33015

City/State/Zip Phone #
 (805) 829-6121

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 *****70.00 *****70.00

FILED
 98 APR 21 PM 12:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials

Handwritten initials/signature

**ARTICLES OF INCORPORATION
OF**

~~Magnar Inc.~~
MAGNAR USA, INC. *M*

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is ~~Magnar Inc.~~ MAGNAR USA, INC. *M*

The mailing address of this corporation is:
8038 N.W. 187th Terrace
Miami Lakes, Florida 33015

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ARTICLE II - Duration

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the articles by the Department of State, State of Florida.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue **ONE HUNDRED (100) SHARES OF \$1.00** per value common stock which shall be designated "COMMON SHARES".

ARTICLE V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **8038 NW 187th Terrace** and the name of the initial registered agent of this corporation at that address is **Jorge L. Naranjo**.

ARTICLE VII - Initial Board of Directors

This corporation shall have 1 directors initially. The number of directors may be either increased or diminished from time to time addresses of the initial directors of this corporation are:

NAME	ADDRESS	TITLE
Jorge L. Naranjo	8038 NW 187th Terrace	President

ARTICLE VIII - Incorporator

The name and address of the person signing these articles is:

Jorge L. Naranjo
8038 N.W. 187th Terrace
Miami Lakes, Florida 33015

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X - Shareholder Quorum and Voting

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - Calling of Special Meetings

Special meeting of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XII - Approval of Shareholders Required for Member

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law.

ARTICLE XIV - Buy Out Provision

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder of stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

ARTICLE XV - Amendment

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber has executed these articles of incorporation this 07th day of April, A.D. ~~1997~~ 1998

Jorge L. Naranjo
Jorge L. Naranjo

State of Florida
County of Dade

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


BEFORE ME, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgments personally appeared ~~Claudio D. Naranjo~~ ^{Jorge L. Naranjo}, to me well known to be the person described in and who executed the foregoing articles of incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 06 day of April, A.D. ~~1997~~ 1998

[Signature]

Notary Public, State of Florida at Large

My commission expires:

 Guillermo Luque
My Commission CC699895
Expires December 2, 2001

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial registered Agent to accept service of process on the corporation at the initial registered office designated in this articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Jorge L. Naranjo
Jorge L. Naranjo