



THE UNITED STATES
CORPORATION
COMPANY

P98000069415

ACCOUNT NO. : 072100000032

REFERENCE : 921545 6458A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : August 10, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 921545-005

CUSTOMER NO: 6458A

CUSTOMER: Scott G. Wallace, Esq
BOGIN MUNNS & MUNNS

P. O. Box 2807

500002611505--0

Orlando, FL 32802

DOMESTIC FILING

NAME: INDUSTRIAL COMMERCIAL SOUTH
AMERICAN (USA), CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
INDUSTRIAL COMMERCIAL SOUTH AMERICAN (USA), CO.

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The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I.
NAME

The name of this Corporation shall be Industrial Commercial South American (USA), Co.

ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence upon the 10th day of August, 1998, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III.
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV.
CAPITAL STOCK

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Authorized	Shares	Par Value Per Share	Class of Stock
100		\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

**ARTICLE V.
PRINCIPAL BUSINESS OFFICE**

The principal business office of this corporation shall be located at 2548 - Oak Park Way, Orlando, Orange County, Florida 32822.

**ARTICLE VI.
MAILING ADDRESS**

The mailing address of this corporation shall be: 2548 - Oak Park Way, Orlando, Florida 32822.

**ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 250 North Orange Avenue, Eleventh Floor, Orlando, Florida 32801, and the initial registered agent of the Corporation at that address shall be Scott G. Wallace. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VIII.
INITIAL BOARD OF DIRECTORS**

This Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The name and street address of the initial board of directors of this Corporation are:

Jacobo Schneider Chavez
CDLA. Los Ceibos Calle, 8va. #114
Guayaquil, Ecuador

Boris Schneider Chavez
CDLA. Kennedy Norte MZ 804 S 15-16
Guayaquil, Ecuador

Leon Schneider Chavez
CANAR #1012
Guayaquil, Ecuador

Fanny Moran Schneider
2106 - Opal Drive
Orlando, Florida 32822

Vincent Moran
2548 - Oak Park Way
Orlando, Florida 32822

Directors may be removed with or without cause.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles as Incorporator are:

Vincent Moran
2548 - Oak Park Way
Orlando, Florida 32822

ARTICLE X. BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE XI. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XII.
CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XIII.
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

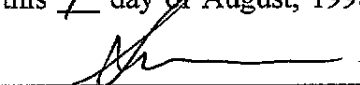
**ARTICLE XIV.
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XV.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 7th day of August, 1998.



Vincent Moran

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

INDUSTRIAL COMMERCIAL SOUTH AMERICAN (USA), CO., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 250 North Orange Avenue, Eleventh Floor, Orlando, Florida 32801, has named and designated SCOTT G. WALLACE as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 7th day of August, 1998.


SCOTT G. WALLACE
Registered Agent

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DIVISION OF CORPORATIONS
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