

P98000075743

Division of Corporations

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Florida Department of State
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To:
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Fax Number : (850) 922-4001

From:
Account Name : JIM SIERRA & ASSOCIATES
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GRUEIN INTERNATIONAL TRADING, INC.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- OF -

GRUEIN INTERNATIONAL TRADING, INC.

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

GRUEIN INTERNATIONAL TRADING, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE HUNDRED (\$100.00) DOLLARS.

PREPARED BY:
JIM SIERRA & ASSOC.
9290 SUNSET DR STE 105
MIAMI, FL. 33173
TEL: (305) 271-7310
FAX: (305) 271-4422

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ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

15472 NW 12TH CT
PEMBROKE PINES, FL 33028

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The name and street address of the member of the first Board of Directors of this corporation are as follows:

GRUEIN CIA. LTDA

AVENIDA FRANCISCO BOLONA 504A
GUAYAQUIL - ECUADOR

FERNANDO ESTEVES

AVENIDA FRANCISCO BOLONA 504A
GUAYAQUIL - ECUADOR

LEONCIO ERNESTO MURILLO

AVENIDA FRANCISCO BOLONA 504A
GUAYAQUIL - ECUADOR

MILTON TORRES

AVENIDA FRANCISCO BOLONA 504A
GUAYAQUIL - ECUADOR

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ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

LEONCIO ERNESTO MURILLO

AVENIDA FRANCISCO BOLONA 504A
GUAYAQUIL - ECUADOR

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned LEONCIO ERNESTO MURILLO, being natural person(s), competent to contract, have here unto set his/their hands and seal this 29 August, 1998.



LEONCIO ERNESTO MURILLO
Treasurer/Secretary

PREPARED BY:
JIM SIERRA & ASSOC.
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MIAMI, FL 33173
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**STATE OF FLORIDA) S.S.
COUNTY OF DADE)**

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared
LEONCIO ERNESTO MURILLO, known and known to me, to be the person(s) described herein
and who executed the foregoing Article of Incorporation, and he/she/they acknowledged before
me that he/she/they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 31 August, 1998


JIM SIERRA

My commission expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:
FIRST THAT: GRUEIN INTERNATIONAL TRADING, INC.

WITH ITS PLACE OF BUSINESS AT 15472 NW 12TH CT PEMBROKE PINES, FL 33028

HAS NAMED FAUSTO SAMANIEGO
(Name of registered Agent)

LOCATED AT 15472 NW 12TH CT PEMBROKE PINES, FL 33028
(Street address and number of building - PO Box address ARE NOT acceptable)

CITY OF MIAMI, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE 

(Corporate Officer)

TITLE Treasurer/Secretary

DATE August 29, 1998

I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE August 29, 1998

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