

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

the "s" group usa, inc.

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ARTICLES OF INCORPORATION

OF

THE "S" GROUP USA, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

THE "S" GROUP USA, INC.

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ARTICLE II

NATURE OF CORPORATE BUSINESS

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

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 10,000 shares of one class of common stock having a par value of \$10.00 per share. All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors.

Prepared By: Rosario P. Duncan, Esq.
1320 S. Dixie Highway
Sixth Floor
Coral Gables, FL 33146
Florida Bar No.: 239909
(305) 668-5700

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ARTICLE IV

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1320 S. Dixie Highway
Sixth Floor
Coral Gables, FL 33146

ARTICLE V

INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

The name and address of the initial Registered Agent is:

ROSARIO P. DUNCAN
1320 S. Dixie Highway
Sixth Floor
Coral Gables, FL 33146

ARTICLE VI

DIRECTORS

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that this corporation be managed by the shareholders.

The name and address of the director of this corporation, who shall hold office for the first year or until her successor is duly elected and qualified, shall be:

Alvaro R. Sacasa F.
Edificio Florencia, 4to. Piso, No.411
Boulevard Suyapa, Tegucigalpa
Honduras

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Fernando Sacasa F.
17 Ave. Circunvalacion, 5ta. Calle N.O.
Colonia Moderna
San Pedro Sula
Honduras

ARTICLE VII

NAME OF INCORPORATORS

The names and addresses of the Incorporators are:

Alvaro R. Sacasa F.
Edificio Florencia, 4to. Piso, No.411
Boulevard Suyapa, Tegucigalpa
Honduras

Fernando Sacasa F.
17 Ave. Circunvalacion, 5ta. Calle N.O.
Colonia Moderna
San Pedro Sula
Honduras

ARTICLE VIII

INDEBTEDNESSES

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. This corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to this corporation.

ARTICLE IX

CORPORATE INDEMNIFICATION

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any

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person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including, without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

ARTICLE X

PERMITTED CONTRACTS

No contract or other transaction between this corporation and any other party or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the shareholders or directors of this corporation is or are interested in, or is a shareholder, director or officer or are shareholders, directors or officers of such other corporation, and any shareholder or shareholders, director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any shareholder or shareholders, director or

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directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN THE WITNESS WHEREOF, the undersigned, being the Incorporator(s) of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein set out are true, and executes these Articles of Incorporation.

[Signature]
ALVARO R. SACASA F., Incorporator

[Signature]
FERNANDO SACASA F., Incorporator

DATED: October 13, 1998

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ALVARO R. SACASA F. and FERNANDO SACASA F., to me known to be the person(s) described in or who produced Passport & driver license as identification, and who executed the foregoing Articles of Incorporation, and THEY acknowledged before me that THEY executed the same for the purposes therein expressed and THEY did take the oath.

WITNESS my hand and official seal in the County and State named above this 13TH day of October, 1998.

[Signature]

(print name of notary below):

Maria T. Castillo

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My commission expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **THE "S" GROUP USA, INC.**
2. The name and address of the Registered Agent and Office is: **Rosario P. Duncan, 1320 S. Dixie Highway, Sixth Floor, Coral Gables, FL 33146.**


ALVARO R. SACASA F., Incorporator


FERNANDO SACASA F., Incorporator

DATED: October 13, 1998

Having been named as Registered Agent and to accept service of process for the above stated corporation 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.


ROSARIO P. DUNCAN
Registered Agent

DATED: October 13, 1998

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