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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## FLORIDA PROFIT CORPORATION OR P.A.

land developers s.a., usa., inc.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 17, 1999

EMPIRE

SUBJECT: LAND DEVELOPERS S.A., USA., INC.  
REF: W99000019049

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Neysa Culligan  
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**ARTICLES OF INCORPORATION  
OF  
LAND DEVELOPER S.A., USA., INC.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**LAND DEVELOPER S.A., USA., INC.**

**ARTICLE II**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida and shall have perpetual existence.

**ARTICLE III**

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

New World Tower Bldg.  
100 N. Biscayne Blvd.  
Suite 1407  
Miami, FL 33132

**ARTICLE IV**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

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To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

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, whatever situated;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

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 or any of its property, franchises, and income;

To conduct its business, carry on its operations, and

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have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 10,000 shares, having an individual par value of, \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

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**ARTICLE VI**

The name and street address of the initial Registered Agent of this corporation shall be:

**HOSEY HERNANDEZ, ESQ.**  
2701 SOUTH BAYSHORE DRIVE  
SUITE 602  
COCONUT GROVE, FLORIDA 33133

**ARTICLE VII**

The initial board of directors shall consist of a total of seven (7) persons and the name and address of the persons who are serve as an initial directors are:

**CARLOS JUAN MOLINARI**  
**PRESIDENT**  
Sarmiento 539  
Tercer- Piso  
Capital Federal, Argentina

**DIEGO MOLINARI**  
**DIRECTOR**  
Sarmiento 539  
Tercer- Piso  
Capital Federal, Argentina

**HORACIO ORTALE**  
**SUCCESSOR DIRECTOR**  
Sarmiento 539  
Tercer- Piso  
Capital Federal, Argentina

**DANIEL RUBEN BINACCI**  
**SUCCESSOR CORPORATE COMPTROLLER**  
Sarmiento 539  
Tercer- Piso  
Capital Federal, Argentina

**HECTOR GUILLERMO VILLAR**  
**VICE-PRESIDENT**  
Sarmiento 539  
Tercer- Piso  
Capital Federal, Argentina

**CARLOS SANTIAGO PIERRO**  
**DIRECTOR**  
Sarmiento 539  
Tercer- Piso  
Capital Federal, Argentina

**DANIEL ALEJANDRO MACRI**  
**CORPORATE COMPTROLLER**  
Sarmiento 539  
Tercer- Piso  
Capital Federal, Argentina

**ARTICLE VIII**

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

**CARLOS JUAN MOLINARI**  
NEW WORLD TOWER BLDG.  
100 N. BISCAYNE BLVD.  
SUITE 1407  
MIAMI, FL 33132

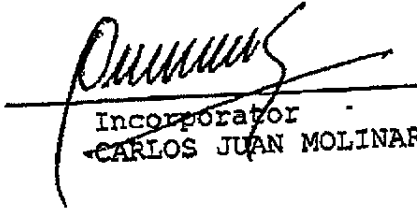
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ARTICLE XI

The only person with authority to bind this corporation is  
Mr. Carlos Juan Molinari

The undersigned has executed these Articles of Incorporation  
this 17th day of August, 19 99.

  
Incorporator  
CARLOS JUAN MOLINARI

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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.

First that Land Developers S.A., USA., Inc. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation has named Hosey Hernandez located at 2701 South Bayshore Dr. Suite 602, Miami, FL 33133 County of Dade State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE

Registered Agent

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