

P99000073633

July 30, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-08/12/99--01041--005
*****70.00 *****70.00

Subject: Romex USA, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for filing fees in the amount of \$70.00



Carlos Enrique Burbano
8919 Sonoma Lake Blvd.
Boca Raton, FL 33434
(561) 575-0037

FILED
99 AUG 12 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 8/18/99

ARTICLES OF INCORPORATION
OF
ROMEX USA, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose, I hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be:

ROMEX USA, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares".

ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

CORPORATE EXISTENCE

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

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 8919 Sonoma Lake Blvd., Boca Raton, FL 33434, and its mailing address shall be:

**8919 SONOMA LAKE BLVD.
BOCA RATON, FL 33434**

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of this Corporation is:

**Carlos Enrique Burbano
8919 Sonoma Lake Blvd.
Boca Raton, FL 33434**

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

**Carlos Enrique Burbano - President / Director
8919 Sonoma Lake Blvd.
Boca Raton, FL 33434**

The Corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

ARTICLE IX

INCORPORATORS

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

**Carlos Enrique Burbano
8919 Sonoma Blvd.
Boca Raton, FL 33434**

ARTICLE X

BYLAWS

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

ARTICLE XI

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

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and fix any amount to be reserved for working capital.

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

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, 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 stated are true, this 30th day of July, 1999.



Carlos Enrique Burbano

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ROMEX USA, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 8919 Sonoma Lake Blvd., Boca Raton, FL 33434, has named:

**Carlos Enrique Burbano
8919 Sonoma Lake Blvd.
Boca Raton, FL 33434**

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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.



Carlos Enrique Burbano



Date

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TALLAHASSEE, FLORIDA