

P998800 77656

LAW OFFICES

JORGE SANCHEZ-GALARRAGA  
PROFESSIONAL ASSOCIATION

Suite 301  
1313 Ponce de Leon Boulevard  
Coral Gables, Florida 33134-3343  
Telephone: (305) 445-5351  
Fax: (305) 443-6023  
Email: sgalarra@aol.com

August 23, 1999

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 33201

100002970591--9  
-08/26/99--01021--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: OVERSEAS LINK U.S.A., INC.

Gentlemen:

Enclosed are the following:

1. Original and copy of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Thank you for your kind attention to this matter.

Very truly yours,



Jorge Sanchez-Galarraga

JSG:sp

Enclosures

FILED  
99 AUG 26 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FL 32303

8-31  
11/5

**ARTICLES OF INCORPORATION**

**OF**

**OVERSEAS LINK U.S.A., INC.**

FILED  
99 AUG 26 PM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is OVERSEAS LINK U.S.A., INC.

**Article 2. Principal Office**

The principal office and the mailing address of the corporation is:

1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134-3343

**Article 2. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**Article 3. Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

**Article 4. Capital Stock**

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

### **Article 5. Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows:

**Jorge Sanchez-Galarraga  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134-3343**

### **Article 6. Initial Board of Directors**

This corporation shall have eight directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation are

**ITC Sociedad Ltda.  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

**Fulvio Guzman Marin  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

**Maria Beatriz Martinez de Guzman  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

**Sandra Liliana Guzman Martinez  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

**Maria Isabel Guzman Martinez  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

**Fernando Augusto Guzman Martinez  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

**Jose Luis Parra Arias  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

**Olga Lucia Uribe Navarro  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

#### **Article 7. Incorporator**

The name and address of the incorporators signing these Articles of Incorporation are :

**ITC Sociedad Ltda.  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

**Fulvio Guzman Marin  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

**Maria Beatriz Martinez de Guzman  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134**

#### **Article 8. Amendment of Articles**

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 subject to this reservation.

#### **Article 9. Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **Article 10. Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

#### **Article 11. Indemnification**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### **Article 12. Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this 23rd day of August, 1999.

ITC Sociedad Ltda.

BY: \_\_\_\_\_

Fulvio Guzman Marin, Manager

\_\_\_\_\_  
Fulvio Guzman Marin

  
\_\_\_\_\_  
Maria Beatriz Martinez de Guzman

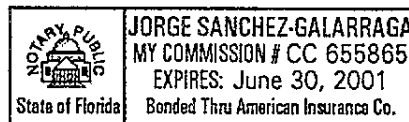
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared, Fulvio Guzman Marin as manager of ITC Sociedad Ltda., Fulvio Guzman Marin, and Maria Beatriz Martinez de Guzman, to me known to be the persons, who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 23<sup>rd</sup> day of August, 1999.



Jorge Sanchez-Galarraga  
NOTARY PUBLIC, State of Florida  
My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

FILED  
99 AUG 26 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Overseas Link U.S.A., Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Coral Gables, County of Miami-Dade, State of Florida, has named Jorge Sanchez-Galarraga located at 1313 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134-3343, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.



**JORGE SANCHEZ-GALARRAGA**  
Registered Agent