

P99000080271

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- CLIFF PARK HOLDINGS USA, INC.

2-

3-

4-

FILED
99 SEP 10 AM 10:56
TALLAHASSEE, FLORIDA

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

EFFECTIVE DATE
9-3-99

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-09/09/99--01062--008
*****78.75 *****78.75

Examiner's Initials

PH 9/10/99

RECEIVED
99 SEP -9 PM 1:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/9



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 9, 1999

ATTORNEYS' TITLE

SUBJECT: CLIFF PARK HOLDINGS USA, INC.
Ref. Number: W99000020829

We have received your document for CLIFF PARK HOLDINGS USA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article VII states there will be two director(s), whereas one is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 599A00044654

RECEIVED
SEP 10 11 10 39
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLIFF PARK HOLDINGS USA, INC.

FILED
99 SEP 10 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is **CLIFF PARK HOLDINGS USA, INC.**

EFFECTIVE DATE
9-3-99

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be c/o SÁEZ LEÓN URDANETA CALZADILLA & PÉREZ-BURELLI, 888 Brickell Avenue, 5th Floor, Miami, Florida 33131.

ARTICLE III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Authorized Shares

(a) Number. The Corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of \$1.00 each.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is ALBERTO A. LEÓN, ESQ.

ARTICLE VII - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have ~~ONE~~ (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first member of the board of directors are:

Name:

Address:

María Eugenia Espejo de Amundaray

888 Brickell Avenue, 5th Floor,
Miami, Florida 33131

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - Incorporator

The name and address of the subscriber to these Articles are:

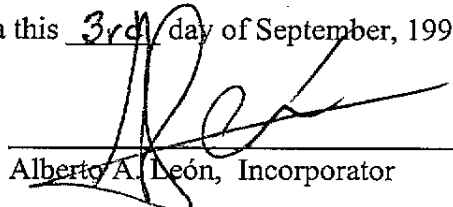
Name:

ALBERTO A. LEÓN, ESQ.

Address:

888 Brickell Avenue, 5th Floor
Miami, Florida 33131

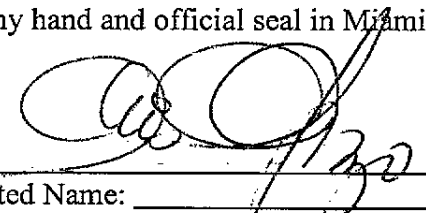
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 3rd day of September, 1999.

 (SEAL)
Alberto A. León, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared ALBERTO A. LEÓN, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami- Dade County, Florida this 3rd day of September, 1999.


Printed Name: _____
Notary Public
My Commission Expires **END F. ALONZO**
COMMISSION # CC 541822
EXPIRES APR 02, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

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

FILED

SEP 10 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CLIFF PARK HOLDINGS USA, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Alberto A. León, Esq., located at 888 Brickell Avenue, 5th Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.



ALBERTO A. LEÓN, ESQ.
Incorporator

(SEAL)

Dated: September 3, 1999

Having been named to accept service of process for the above stated 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.



ALBERTO A. LEÓN, ESQ.
Registered Agent

(SEAL)

Dated: September 3, 1999

C:\Juan\Espejo\CliffParkUSA\Docs\ArticlesofInc