

Division of Corporations

Page 1 of 1

P99000086115

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

EFFECTIVE DATE

10-1-99

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000024097 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : RODRIGUEZ, KINZBRUNNER & CONIGLIO
Account Number : I19990000169
Phone : (954) 680-6114
Fax Number : (954) 680-6135

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 29 AM 11:33

FLORIDA PROFIT CORPORATION OR P.A.

Florida Royal Corporation
AMERICAN

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

9 PAGES
TOTAL

Electronic Filing Menu

Corporate Filing

Public Access Help

B. McKnight SEP 29 1999

09/28/1999 17:31

9546805135

FLORIDA DEPT OF STATE

PI 71

PAGE 02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 28, 1999

RODRIGUEZ, KINZEBRUNNER & CONIGLIO

AMERICAN

SUBJECT: FLORIDA ROYAL CORPORATION
REF: W99000022367

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.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE NAME CONFLICT IS FLORIDA ROYALE, INC. DOC #P97000040270.

If you have any further questions concerning your document, please call (850) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H99000024097
Letter Number: 899A00047313

SEE REVISED ARTICLES ATTACHED

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H99000024097 0

ARTICLES OF INCORPORATION

EFFECTIVE DATE
10-1-99

OF

AMERICAN ROYAL CORPORATION

The undersigned, for the purpose of forming a Corporation under Florida General Corporation Act Chapter 607, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be:

AMERICAN ROYAL CORPORATION

The initial office and the mailing address of this corporation shall be 16620 Golfview Drive, Weston, Florida 33326.

ARTICLE II

The duration of this corporation is perpetual and shall commence its corporate existence on October 1, 1999, or as soon thereafter as permitted by State of Florida Law.

PAGE 1 OF 7

PREPARER:

RODRIGUEZ, KINZBRUNNER & CONIGLIO
4801 S. UNIVERSITY DR., SUITE 3000
DAVIE, FLORIDA 33328
PHONE: (954) 680-6114
FACSIMILE AUDIT NO.: H99000024097 0

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 29 AM 11:34

H99000024097 0

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of this corporation is 4801 South University Drive, Suite 3000, Davie, Florida 33328, and the name of the initial Registered Agent of this corporation at that address is Miguel J. Rodriguez.

ARTICLE VI

The business of the Corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the initial board, be determined by the By-Laws, but shall never be fewer than one (1).

H99000024097 0

ARTICLE VII

The initial Board of Directors shall consist of one (1) member. The name and street address of the initial Board of Directors, who shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified is as follows:

**Jairo Cifuentes
Carrera 43A, No. 16
Sur 47
Oficina 1005
Medellin
Colombia, S.A.**

ARTICLE VIII

The name and address of the Incorporator of this Corporation is:

**Jairo Cifuentes
Carrera 43A, No. 16
Sur 47
Oficina 1005
Medellin
Colombia, S.A.**

ARTICLE IX

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a Director of the Corporation, or is or was serving at the request

H99000024097 0

of the Corporation as a Director of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connecting with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any Criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the Court in which such action or suit was brought determines, on application, that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct in advance of the final disposition of any action, suit or proceeding, on a preliminary determination of the Director met the applicable standard of conduct and in receipt of any undertaking by or on behalf of the Director to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

PAGE 4 OF 7**H99000024097 0**

H99000024097 0

B. The Corporation shall also indemnify any Director who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such Director met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the Corporation shall have power to make any other or future indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted a majority of disinterested directors, or duly authorized by a majority of stockholders.

E. If any expenses or other amounts are paid by way of indemnification, other than by court order or action by the stockholders, the Corporation shall not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of Directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

PAGE 5 OF 7

H99000024097 0

H99000024097 0

ARTICLE X

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director of the Corporation, or who is or was serving at the request of the Corporation as a Director of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions under these Articles, or under law.

ARTICLE XI

No contract or other transaction between the Corporation and one or more of its Directors of any other corporation, firm association, or entity in which one or more of its Directors are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or Committee which authorizes, approves, or rectifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

H99000024097 0

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or rectify such contract or transaction by vote or written consent; or

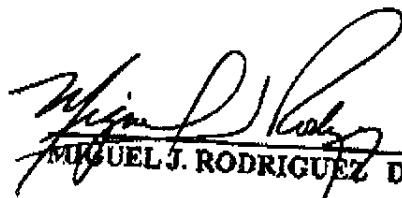
(c) The contract or transaction is fair and reasonable, as to the Corporation at the time it is authorized by the Board, a Committee, or the stockholders.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this 27 day of SEPTEMBER, 1999.


JAIRO CIFUENTES, INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

MIGUEL J. RODRIGUEZ, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


MIGUEL J. RODRIGUEZ DATE 9/27/99

PAGE 7 OF 7

H99000024097 0

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 29 AM 11:34