

TRANSMITTAL LETTER

P99000094197

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300003001463--D
-09/30/99-01048-006
*****70.00 *****70.00

SUBJECT: Rosery Gold Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard Lopez
Name (Printed or typed)

CCS 539 PO Box 025323
Address

Miami FL 33102
City, State & Zip

(305) 856-2390
Daytime Telephone number

99 OCT 26 PM 12:01
FILED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. Burch OCT 26 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 4, 1999

RICHARD LOPEZ
CCS 539
PO BOX 025323
MIAMI, FL 33102

SUBJECT: ROSERY GOLD INC.
Ref. Number: W99000022787

We have received your document for ROSERY GOLD INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 199A00047965

ARTICLES OF INCORPORATION
OF
ROSERY GOLD, INC.

99 OCT 26 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I- NAME

The name of the corporation is ROSERY GOLD, INC. (hereinafter called the "Corporation").

ARTICLE II- PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III- CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 5,000 shares of Common Stock, par value \$.01 per share. 600 shares shall be issued to Roselena Gonzalez Martinez and 400 shares shall be issued to Hery Guillermo Noguera.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV- INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 8180 N.W. 36 Street Suite 100 Miami, Florida 33166 and the name of the initial registered agent of the Corporation at that address is Eduardo Gonzalez, CPA.

ARTICLE V- INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is Avenida Ganboa, Edificio Ganboa Piso 3 Apartamento 10, San Bernandino, Caracas, Venezuela 1060 and the mailing address of the Corporation is C/O Eduardo Gonzalez 8180 N.W. 36 Street, Suite 100 Miami, Florida 33166.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors are as follows:

Roselena Gonzalez Martinez, PRESIDENT
Avenida Ganboa Piso 3
Apartamento 10 San Bernandino
Caracas, Venezuela 1060

Hery Guillermo Noguera, VICE PRESIDENT
Avenida Ganboa Piso 3
Apartamento 10 San Bernandino
Caracas, Venezuela 1060

ARTICLE VII- INCORPORATOR

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

**Richard Lopez
CCS 539 PO BOX 025323
Miami, Florida 33102-5323**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of September, 1999.

Richard Lopez
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

1 The name of the corporation is: Rosery Gold, Inc.

2. The name and address of the registered agent and office is:

Eduardo S. Gonzalez
(Name)
8180 N.W. 36 Street, Suite 100
(P.O. Box not acceptable)
Miami, FL 33166
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 26 PM 12:01

FILED

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)

October 19, 1999
(Date)