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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: BOSSAR USA, INC.

AUDIT NUMBER.....H98000008984

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 13, 1998

FAS-T CORP AGENTS

SUBJECT: BOSSAR USA, INC.  
REF: W98000010897

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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 person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

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**ARTICLES OF INCORPORATION**

**OF**

**BOSSAR USA., INC.**

The undersigned incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**BOSSAR USA., INC.**

The principal place of business of this corporation

The address of the principal office of this corporation shall be: 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

**ARTICLE II**

**NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Prepared By:  
M.A. MARTIN & ASSOCIATES, P.A.  
848 Brickell Avenue, Suite 830  
Miami, FL 33131  
(305) 374-4422

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**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 200,000 shares of common stock having \$10.00 par value per share.

**ARTICLE IV**

**REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Judith Freundt.

**ARTICLE V**

**EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VI**

**DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Gabriel Taltavull Parreu

848 Brickell Avenue, Suite 830  
Miami, Florida 33131

H98000008984

Roger McKitterick Stainton

848 Brickell Avenue, Suite 830  
Miami, Florida 33131

Alejandro Marzo Teruel

848 Brickell Avenue, Suite 830  
Miami, Florida 33131

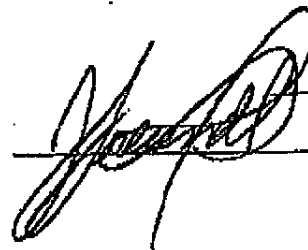
**ARTICLE VII**

**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is: Judith Freundt of M.A. Martin & Associates, P.A., 848 Brickell Avenue, Suite 830, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 12<sup>th</sup> day of May, 1998.

By: \_\_\_\_\_



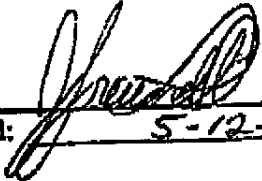
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: **BOSSAR USA., INC.**
- 2 The name and address of the registered agent and office is:

Judith Freundt  
848 Brickell Avenue, Suite 830  
Miami, Florida 33131

By:   
 Dated: 5-12-98

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Having been named to accept service of process of 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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

By:   
 Dated: 5-12-98