



AZ CORPORATION COMMISSION
FILED

JUL 15 2005

FILE NO. 1209692-5

ARTICLES OF INCORPORATION

OF

MARTINEZ-GONZALEZ Y CIA. U.S. CUSTOMHOUSE BROKER, INC.

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-inf.
7-18-05

EXPEDITED

JUN 21 2005

FILE NO. 120 9 692-5

ARTICLES OF INCORPORATION
OF

MARTINEZ-GONZALEZ Y CIA. U.S. CUSTOMHOUSE BROKER, INC.



ARTICLE I. The name of the Corporation shall be MARTINEZ-GONZALEZ Y CIA. U.S. CUSTOMHOUSE, INC. *OK*

ARTICLE II. The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona and as they may be amended from time to time.

ARTICLE III. The Corporation initially intends to engage in the business of acting as customhouse agent or broker in any and all transactions, applications, and/or solicitations involving the exportation from and importation into or through the United States of America, produce, merchandise and goods of every kind and nature, and to do and perform any and all acts and things necessary and incidental to said business.

ARTICLE IV. The Corporation shall have authority to issue One Million (1,000,000) shares of common stock at no Par Value.

ARTICLE V. The street address of the known place of business of the Corporation shall be 1315 North Industrial Park, Nogales, Arizona 85621.

ARTICLE VI. The name and address of the initial statutory agent of the Corporation is Teodoro Burrola, 3120 North Fairway, Nogales, Arizona 85621.

ARTICLE VII. The initial board of directors shall consist of three (3) members. The names and addresses of the individuals who are to serve as the initial directors until the first annual meeting of shareholders or until successors are elected and qualified are: Teodoro Burrola, 3120 North Fairway, Nogales, Arizona 85621; Lucia Burrola, 3120 North Fairway, Nogales, Arizona 85621, and Fernando Sandoval, 749 North Linda Vista Drive, Nogales, Arizona 85621. The number of directors shall be determined from time to time as set forth in the Bylaws of the Corporation.

ARTICLE VIII. The personal liability of any director of the Corporation to the Corporation or its shareholders for monetary damages for any action as a director is hereby eliminated to the fullest extent allowed by the General Corporation Law.

ARTICLE IX. The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee, or agent of the Corporation, or is or was serving at the request of the

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Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprises. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE X. The names and addresses of the Incorporators of the Corporation are: Teodoro Burrola, 3120 North Fairway, Nogales, Arizona 85621; Lucia Burrola, 3120 North Fairway, Nogales, Arizona 85621 and Fernando Sandoval, 749 North Linda Vista Drive, Nogales, Arizona 85621.

ARTICLE XI. The holder of the common shares of the Corporation, now or hereafter authorized, shall have the preemptive right to subscribe for, purchase, and receive ratably, according to his respective holdings, any shares of the Corporation now or hereafter authorized, and any options or warrants for such shares, and any rights to subscribe to or purchase such shares, and any securities convertible into or exchangeable for such shares, which may at any time hereafter be issued, sold, or offered for sale by the Corporation.

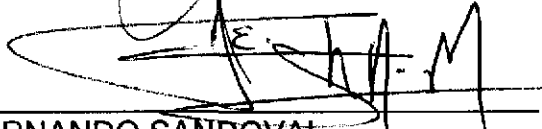
DATED this 17th day of June, 2005.



TEODORO BURROLA



LUCIA BURROLA



FERNANDO SANDOVAL

(U:\Mariluz\Corporate\Articles\INCORPORATION\MartinezGonzalez.doc)

CONSENT OF STATUTORY AGENT
FOR
MARTINEZ-GONZALEZ Y CIA. U.S. CUSTOMHOUSE BROKER, INC.

The undersigned, having been designated to act as statutory agent, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

DATED this 17th day of June, 2005.



TEODORO BURROLA

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

MARTINEZ-GONZALEZ Y CIA. U.S. CUSTOMHOUSE BROKER, INC.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is DECEMBER 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY _____

PRINT NAME TEODORO BURROLA

TITLE INCORPORATOR/DIRECTOR DATE 06/17/05

BY 

PRINT NAME LUCIA BURROLA

TITLE INCORPORATOR/DIRECTOR DATE 6-17-05

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations
Rev: 04/04

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

MARTINEZ-GONZALEZ Y CIA. U.S. CUSTOMHOUSE BROKER, INC.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?;
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is DECEMBER 31.

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature]

BY _____

PRINT NAME FERNANDO SANDOVAL

PRINT NAME _____

TITLE INCORPORATOR/DIRECTOR DATE 7/15/05

TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

COMMISSIONERS
JEFF HATCH-MILLER - Chairman
WILLIAM A. MUNDELL
MARC SPITZER
MIKE GLEASON
KRISTIN K. MAYES



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
Executive Secretary



DAVID RABER
Director, Corporations Division

July 8, 2005

COOGAN & MARTIN, P.C.
441 N GRAND AVE STE 13
ATTN: DANIEL J. COOGAN
NOGAES, AZ. 85621-2218

Re: MARTINEZ-GONZALEZ y CIA. U.S. CUSTOMHOUSE BROKER, INC.

We regret that we must return the enclosed Articles of Incorporation/Application for Authority for the reason(s) checked below. Please correct and return.

1. ☐ Need check for \$.00 . Filing fee was not enclosed.
2. ☐ Check was not signed. (\$35.00 to expedite filing.)
3. ☐ Check must be made payable to the Arizona Corporation Commission.
4. ☐ All incorporators must sign the articles/duly authorized Officer must sign the application.
A.R.S. §§ 10-202.A.9, 10-3202.A.9 & 10-1503.A (Please date signatures).
5. ☐ Must contain the name(s) and address(es) of a minimum of one (1) incorporator.
A.R.S. §§10-202.A.7, & 10-3202.A.6.
6. ☐ Business Corporation: Must contain the name(s) and address(es) of a minimum of one (1) Director.
A.R.S. §10-202.A.4.
7. ☐ Nonprofit corporation: Must contain the names and addresses of a minimum of one (1) Director.
A.R.S. §10-3202.A.3.
8. ☐ The Statutory Agent must have a street address, not a P.O. Box.
9. ☐ Need a letter of acceptance from the statutory agent.

11. ☐ Certificate of Disclosure: Check Yes or No ☐ on part A;
Part C is to be checked ☐ YES or ☐ NO.
12. ☐ Need certified copy of articles and all amendments from Domicile State certified within the past sixty (60) days. A.R.S. §§ 10-1503.B. & 10-11503.B.
13. ☐ Need a Certificate of Good Standing from Domicile State dated within the past sixty (60) days of filing the Application for Authority. A.R.S. §§10-1503.B. & 10-11503.B.
14. ☐ Foreign corporation must provide the street address of its principal office in the state or country of origin. A.R.S. §§ 10-1503.A.4. & 10-11503.A.4.
15. ☐ Nonprofit corporation - Articles of incorporation /Application for authority to conduct affairs for a non-profit corporation must indicate whether they will or will not have members. Articles/Application must state whether the corporation will have members. A.R.S. §§ 10-3202.A.7 & 10-11503.A.8


MARTHA PESQUEIRA
Examiner
Corporations Division

If you have any questions, please call the Corporations Division Phoenix (602) 542-3135,
Tucson 520-628-6560 or toll free (Arizona residents only) at 1-800-345-5819.
For more information contact our web site, at the address indicated below.

COOGAN & MARTIN, P.C.

ATTORNEYS

441 NORTH GRAND AVENUE, SUITE 13
NOGALES, ARIZONA 85621-2218
(520) 287-2110 TELEPHONE
(520) 287-5201 FACSIMILE

June 16, 2005

Hand-Delivered

Arizona Corporation Commission
Incorporating Division
400 West Congress, Suite 221
Tucson, Arizona 85701

Re: MARTINEZ-GONZALEZ Y CIA. U.S. CUSTOMHOUSE BROKER, INC.

Dear Sir/Madam:

Enclosed herewith are an original and two copies of the Articles Of Incorporation, Consent Of Statutory Agent, and a Certificate Of Disclosure for the above-mentioned corporation. Also enclosed is a check in the amount of \$95.00 representing the filing and expediting fees.

Please feel free to contact me should you require anything further.

Sincerely,

COOGAN & MARTIN, P.C.


Daniel J. Coogan

DJC:mlb
Enclosures

COOGAN & MARTIN, P.C.

ATTORNEYS

441 NORTH GRAND AVENUE, SUITE 13
NOGALES, ARIZONA 85621-2218
(520) 287-2110 TELEPHONE
(520) 287-5201 FACSIMILE

July 15, 2005

Hand-Delivered

Arizona Corporation Commission
Incorporating Division
400 West Congress, Suite 221
Tucson, Arizona 85701

Re: MARTINEZ-GONZALEZ Y CIA. U.S. CUSTOMHOUSE BROKER, INC.

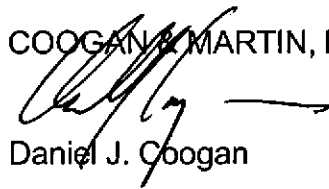
Dear Sir/Madam:

Pursuant to your letter dated July 8, 2005, enclosed please find a Certificate of Disclosure signed by Fernando Sandoval.

Please feel free to contact me should you require anything further.

Sincerely,

COOGAN & MARTIN, P.C.



Daniel J. Coogan

DJC:mlb
Enclosures

E-Z MESSENGER ATTORNEY SERVICE, INC.

65 East Pennington Street
Tucson, Arizona 85701
(520) 623-8436

Law Firm	Coogan & Martin, P.C.	Date:	July 15, 2005
Attorney	Daniel J. Coogan	Secretary	Marluz Burr
Client File #	Martinez-Gonzalez y Cia. U.S. Customhouse Broker, Inc.	Phone #	(520) 287-2110
Plaintiff		County	
Defendant		Case #	

SPECIAL INSTRUCTIONS

COURT

<input type="checkbox"/> Superior	<input type="checkbox"/> U.S. District
<input type="checkbox"/> Probate	<input type="checkbox"/> Bankruptcy
<input type="checkbox"/> Justice	<input type="checkbox"/> Industrial Commission
<input type="checkbox"/> City	<input type="checkbox"/> Court of Appeals
<input type="checkbox"/> Recorder	<input checked="" type="checkbox"/> Corporation Commission
<input type="checkbox"/> Other	

DOCUMENTS

<input type="checkbox"/> S&C	<input type="checkbox"/> Notice Of Hearing
<input type="checkbox"/> Subpoena(s)	<input type="checkbox"/> OSC/TRO
<input type="checkbox"/> Dissolution	<input type="checkbox"/> Default
<input type="checkbox"/> Answer	<input type="checkbox"/> Judgment
<input type="checkbox"/> Writ of	
<input type="checkbox"/> Stip & Order for	
<input checked="" type="checkbox"/> Other	Articles of Incorporation, Consent of Statutory Agent

And Certificate of Disclosure

FILING INSTRUCTIONS

<input checked="" type="checkbox"/> File	<input checked="" type="checkbox"/> Return Conformed Copies
<input type="checkbox"/> Issue & Serve	<input type="checkbox"/> Record
<input type="checkbox"/> Issue & Return	
<input type="checkbox"/> Signature Needed	

SERVICE INSTRUCTIONS

Serve: _____
Home: _____
Address: _____
Business: _____
Address: _____

DELIVERY ☐ Unconformed ☒ Conformed

Deliver to _____
Address _____
Hand Delivery Rec'd By _____
Date/Time _____

RECEIVED
JUL 15 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

RUN 08 TUC
JUL 15 2005
HELP, LLC