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PADEMA, INC.
C/O LEONARDO LAINEZ & ASSOCIATED, P.A.
515 SOUTH WEST 97TH COURT
MIAMI, FLORIDA 33174

September 20, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

In Re: Incorporation of PADEMA, INC.

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To Whom It May Concern,

Enclosed please find the articles of Incorporation for the aforementioned corporation together with the Registered Agent Certificate and filing fees. Please file same and return the original recorded Articles and corresponding certificate to the following address:

PABLO DAVID NARVAEZ
C/O Leonardo Lainez & Associated, P.A.
515 South West 97th Court
Miami, Florida 33174

If you should have any questions, please do not hesitate to contact us at (305) 223-2670 or the above styled address.

Sincerely yours,



Leonardo Lainez

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN SEP 27 2000.

ARTICLES OF INCORPORATION

OF

PADEMA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of this corporation is:

PADEMA, INC.

ARTICLE ONE
DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of these Articles of Incorporation and upon acceptance by the Secretary of State.

ARTICLE TWO
NATURE OF BUSINESS

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/ or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following business and/or activities:

- 1.- To engage in a general retail, wholesale and general service type of business. The service division includes, but it is not limited to, beauty treatments, real estate, general contractor, engineer services, car wash and auto service center, import & export of retail and wholesale merchandise, restaurants and other non-related services. The retail and wholesale division includes, but is not limited to, home appliances, beauty supplies, construction materials, auto parts, food, medicine and other non-related of merchandise.

ARTICLE THREE
CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A.) Designation. The stock of this corporation shall be known as Common Stock.

Prepared By: Leonardo Lainez, P.A. 515 SW 97TH Court, Miami, Fl 33174 (305) 223-2670

B.) Authorized. The maximum number of shares of Common Stock that this corporation May issue is: 1000 (One thousand) shares.

C.) Par Value. Each share of Common Stock shall have no par value.

D.) Consideration. Shares of Common stock may be issued in exchange for cash, real Property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E.) Non-accessibility. Each share of Common Stock shall be issued in exchange for consideration, which is at least equal to the part value thereof, and shall be fully paid and non-assessable.

F.) Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G.) Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H.) Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FOUR
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this corporation is 6946 Rue Vendome #4, Miami-Florida 33141, and the name of the Initial Registered Agents of this corporation at that address is Pablo David Narvaez.

ARTICLE FIVE

The incorporators for PADEMA, INC., a Florida Corporation, Pablo David Narvaez whose address is 6946 Rue Vendome #4, Miami-Florida 33141. The permanent address of business is 6946 Rue Vendome #4, Miami-Florida 33141. The street address for the corporation is 6946 Rue Vendome #4, Miami-Florida 33141.

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

This corporation shall have initially two directors. The number of Directors may be either increased or decreased from time to time by-laws but shall never be less than one Director. The name(s) and address (es) of the initial Director(s) of this corporation is (are):

PRESIDENT & VICE PRESIDENT: Pablo David Narvaez

ARTICLE SEVEN
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any by-law adopted by shareholders if the shareholders specifically provide such by-law not subject to amendment or repeal by the directors.

ARTICLE EIGHT
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE NINE
SHAREHOLDER QUORUM AND VOTING

Fifty-One per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TEN
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

ARTICLE ELEVEN
DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present, or if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

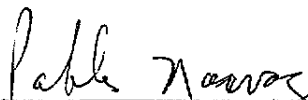
ARTICLE TWELVE
INDEMNIFICATION

The corporation shall indemnify and officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE THIRTEEN
AMENDMENT

This corporation reserves the right to amend or repeal nay provisions contained in these articles of incorporation of any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of September, 2000.



Subscriber: Pablo David Narvaez

Address:

6946 Rue Vendome #4, Miami-Florida 33141

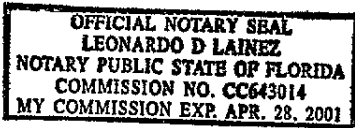
STATE OF FLORIDA)
)
COUNTY OF MIAMI – DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida County of Miami – Dade, personally appeared :

PABLO DAVID VARVAEZ, and known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have affixed my official seal, in the State and County aforesaid, this 20TH day of September, of the year two thousand (2000).

My commission expires: April 28th, 2001



A handwritten signature in black ink, appearing to read "Lainez", written over a horizontal line.

Notary: State of Florida

**DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

FILED
00 SEP 25 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

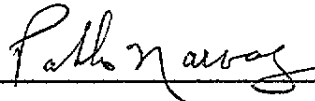
PURSUANT TO THE FLORIDA STATUTES, the following is submitted in compliance with said Statutes:

FIRST—That PADEMA, INC. qualified to do business under the laws of the State of Florida with its principal office at 6946 Rue Vendome #4, Miami Beach, Florida 33141, and has appointed Pablo David Narvaez, residing 6946 Rue Vendome #4, Miami Beach-Florida 33141, as its agent to accept Service of Process within this State.

Designated Agent (must sign ACKNOWLEDGMENT)

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 further agree to comply with the provision of said Statutes relative to keeping open said office.

By:



Pablo David Narvaez
Registered Agent