

PO1000035746

TRANSMITAL LETTER

March 30th. 2001.

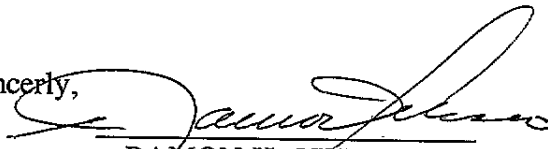
Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Fla. 32314

300003959749--8
-04/05/01--01007--002
*****78.75 *****78.75

Dear Sir:

Enclosed please find Articles of incorporations and the Designation and Acceptance of registered Agent for filing, together with our Money Order in the amount of \$78.75 to cover filing fee, designation of registered agent, and charter tax.

Sincerely,


RAMON H. VELASCO

Ramon H. Velasco
c/o Kali Imports U.S.A.
11818 N.W. 13 Street
Pembroke Pines, Fl. 33026

FILED
01 APR -4 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch APR 9 2001

**ARTICLES OF INCORPORATION
OF
KALI IMPORTS U.S.A. INC.**

FILED
01 APR -4 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be; KALI IMPORTS U.S.A. INC.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial registered office of the corporation shall be: 11818 N.W. 13 Street, Pembroke Pines, Fl. 33026, and the name of the initial Registered Agent for the corporation at the address is Mr. RAMON H. VELASCO.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of section 1244 of the internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been director, stockholder or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as matter of law.

**ARTICLE VIII
SELF DEALING**

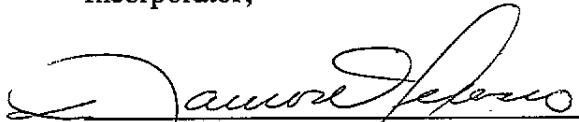
No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more directors of the corporation is or are interested in a contract transaction, or are directors or officers of any other corporation, and any director of directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

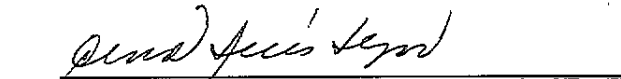
This corporation shall have a minimum of one director. The initial Board of Directors shall consist of: RAMON H. VELASCO.....PRESIDENT

CLARA INES HOYOS.....VICE-PRESIDENT

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 30th. day of MARCH, 2001.

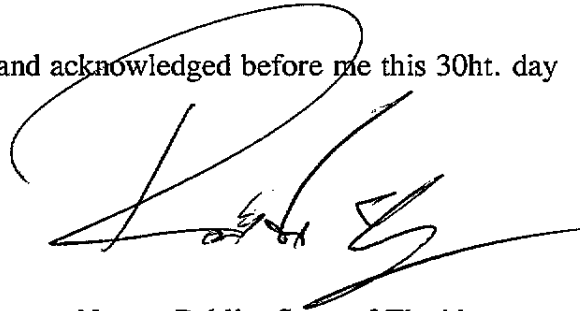
Incorporator;


RAMON H. VELASCO


CLARA INES HOYOS


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was executed and acknowledged before me this 30th. day of March, 2001.



Roberto Martinez
My Commission CC836569
Expires May 13, 2003

Notary Public, State of Florida
My commission expires on:

 Roberto Martinez
My Commission CC836569
Expires May 13, 2003

**ARTICLE IX
INCORPORATOR**

The names and address of the incorporators are: RAMON H. VELASCO AND CLARA INES HOYOS. with address at: 11818 N.W. 13 Street PEMBROKE PINES, FL. 33026

**DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT**

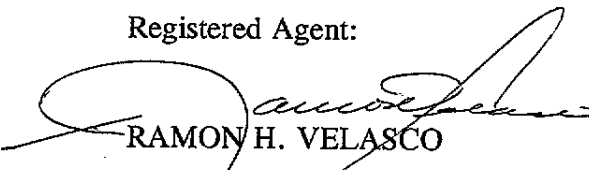
The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of State of Florida, with its principal office located at; 11818 N.W. 13 STREET PEMBROKE OINES, FL. 33026.

KALI IMPORTS U.S.A. INC, has named RAMON H. VELASCO whose address is 11818 N.W. 13 STREET, PEMBROKE PINES, FL. 33026 as its agent to accept service process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designate address in some conspicuous place in the office as required by law.

Registered Agent:

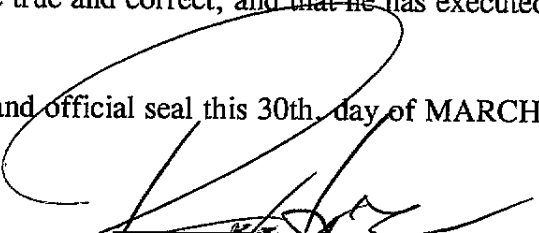

RAMON H. VELASCO

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appered RAMON H. VELASCO who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herim.

WITNESS my hand official seal this 30th. day of MARCH, 2001.

(SEAL)


NOTARY PUBLIC, SATATE OF FLORIDA
My Commision Expires on:

