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**Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State**

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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

02 MAY 21 PM 3:41
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**FLORIDA PROFIT CORPORATION OR P.A.
ALMACAR USA, CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 21 PM 3:41

ARTICLES OF INCORPORATION
OF

ALMACAR USA CORP.

The undersigned incorporator(s), 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 the corporation shall be: ALMACAR USA CORP.

The principal place of business of this corporation shall be: 6991 NW 50th Street, Miami, FL 33166.

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.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000 shares @ \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Leonardo Gomez Gutierrez (P) 500 shares
calle Nsta Sra Del Valle, Qta
Rancho Grande El valle Isla De Margarita Venezuela

Didimo Martinez (VP) 500 shares
8224 NW 8th Place
Plantation, FL 33324.

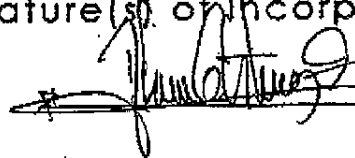
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Didimo Martinez
8224 NW 8th Place
Plantation, FL 33324.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 17th day of May 2002.

Signature(s) of Incorporator(s)



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:

ALMACAR USA CORP.

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

DIDIMO MARTINEZ

6991 NW 50th Street

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33166.

(CITY/STATE/ZIP)

SIGNATURE _____

TITLE _____

DATE _____

5-17-02

02 MAY 21 PM 3:41
STATE OF FLORIDA
DIVISION OF CORPORATIONS

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 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.

SIGNATURE _____

DATE _____

5-17-02