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Florida Department of State

Division of Corporations

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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

MERKOR USA CORP.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

MERKOR USA CORP.

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Merkor USA Corp.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on July 1, 2003 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 10200 NW 25 St., Suite A-100, Miami FL 33172.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her 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.

Prepared by:
Ann Fisher, P.A.
1514 Zuleta Ave.
Coral Gables FL 33146
305-665-5944
Fla Bar No: 0328227

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ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Carlos A. Fonseca,
10200 NW 25 St., Suite A-100, Miami FL 33172.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Carlos A. Fonseca, 10200
NW 25 St., Suite A-100, Miami FL 33172.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be
increased or decreased from time to time thereafter according to the bylaws of the corporation but
shall never be less than one. The names and street addresses of the initial directors of this
corporation are:

Nerio Rincon Velasco
Avenida 17C #95C-40
Apartado Postal 280
Maracaibo, Venezuela

Nerio Rincon Azar
Avenida 17C #95C-40
Apartado Postal 280
Maracaibo, Venezuela

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's
debts. The corporation shall have a first lien on the shares of its shareholders and upon the
dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with
not less than a two-thirds vote of the common stock.

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IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Incorporation this 18 day of July, 20 03.


Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

Date: July 1, 2003

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