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Florida Department 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

FLORIDA PROFIT CORPORATION OR P.A.

AMERIMARKET USA, CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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4/23/04

SECTION
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
AMERIMARKET USA, CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AMERIMARKET USA, CORP.

The principal place of business and mailing address of this corporation shall be:

3130 West 84 Street Unit 5
Miami, Fl 33018

ARTICLE II NATURE OF BUSINESS

This corporation is dedicated to importing food products and may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES \$ 10.00 PER VALUE

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
Hispan American Services Inc.
1885 W. Flagler St., Suite # 11
Miami, FL 33135

ARTICLE V INCORPORATOR(S)

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,

Santiago Juncosa
President, Secretary and Treasurer
3130 West 84 Street Unit 5
Miami, Fl 33018

ARTICLE VI OFFICERS DIRECTORS

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

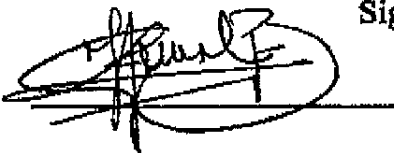
Santiago Juncosa
3130 West 84 Street Unit 5
Miami, Fl 33018

Armando Perez
Urb. La Lagunita Av. Sur
Centro Empresarial Lagunita, Piso 5, Ofc. 516
El Hatillo, Estado Miranda 1081, Venezuela

Jorge Mola
Urb. La Lagunita Av. Sur
Centro Empresarial Lagunita, Piso 5, Ofc. 516
El Hatillo, Estado Miranda 1081, Venezuela

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 10th day of March 2004

Signature(s) of Incorporator(s)



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation _____

AMERIMARKET USA, Corp.

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

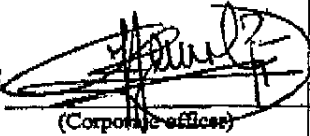
Santiago Juncosa

(P.O. BOX NOT ACCEPTABLE)

3130 West 84 Street Unit 5 Miami, FL 33018

(ADDRESS OFFICE)

SIGNATURE _____



(Corporate officer)

TITLE _____

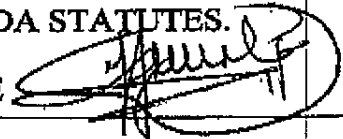
President

DATE _____

03/10/2004

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 _____

03/10/2004