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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

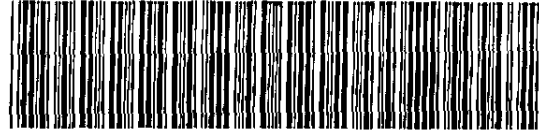
(Business Entity Name)

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05 APR 25 AM 8:26

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**LAW OFFICE OF
LARRY D. PARKS, ESQUIRE**
7460 S.W. 130TH STREET
PINECREST, FLORIDA 33156

LARRY D. PARKS
SHERRY L. PARKS

TELEPHONE (305) 251-5790
FACSIMILE (305) 254-6929

APRIL 20, 2005

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

Re: **CARBOWELL U.S.A., INC.**

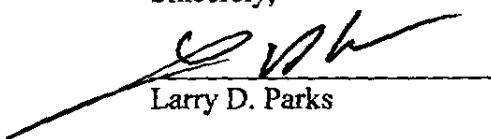
Dear Sir or Madame;

Attached you will find one original set of Articles of Incorporation, along with a check in the amount of \$78.75 to cover the following disbursements:

\$ 35.00	Filing Articles of Incorporation
8.75	Certified copy of Articles of Incorporation
<u>35.00</u>	Registered Agent Filing Fee
\$78.75	Total

Thank you for your cooperation in this regard.

Sincerely,


Larry D. Parks

ARTICLES OF INCORPORATION
OF
CARBOWELL U.S.A., INC.

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The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **CARBOWELL U.S.A., INC.**.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in the business of sales of general export goods and/or any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The corporation shall have authority to issue one class of stock designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

Peter Edward Wisewell Moreno

13316 S. W. 128th Street
Miami, Florida 33186

ARTICLE VI
INITIAL PRINCIPAL OFFICE, REGISTERED AGENT AND OFFICE

The address of this corporation's initial principal office mailing address and registered office is:

13316 S. W. 128th Street
Miami, Florida 33186

and the name of this corporation's initial registered agent at said address is Juan R. Batlle.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Peter Edward Wisewell Moreno 13316 S. W. 128th Street
Miami, Florida 33186

ARTICLE VIII

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION


This corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the corporation. Said indemnification shall include, but not be limited to the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

accept service of process within the State.

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 agree to comply with the provisions of said Act relative to keeping said office.

Dated this 20th day of April, 2005.



Juan R. Batlle

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ARTICLE X.

AMENDMENT

This corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of April, 2005.

Witnesses:

[Signature]

[Signature]

Peter Edward Wisewell Moreno,
Incorporator

[Signature]

STATE OF FLORIDA :
:
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared Peter Edward Wisewell Moreno, [x] who is personally known to me [] who produced the following as identification: _____, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me that he subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Miami-Dade County, Florida, this 20th day of April, 2005.

[Signature]
Notary Public, State of Florida

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That **CARBOWELL U.S.A., INC.** desiring to incorporate under the laws of the State of Florida has named Juan R. Battle, with an address of 13316 S. W. 128th Street, Miami, Florida 33186, as its agent to