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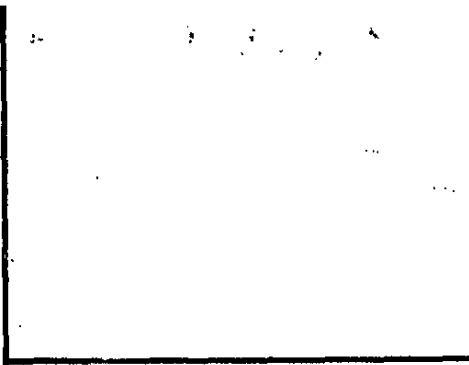
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. WARE HOUSE USA, INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
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NEW FILINGS

- Profit
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- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
WARE-HOUSE USA, INC.**

The undersigned incorporator (s) hereby forms the following corporation Under the laws of the State of Florida:

ARTICLE I

NAME:

WARE-HOUSE USA, INC.

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

**4445 NW 110 Ct.
Doral, FI 33178**

ARTICLE II

PURPOSE:

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK:

The maximum number of shares of stocks which this corporation is authorized to issue is 1000 shares of \$ 1.00 par value, common stock. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

ARTICLE IV

TERM OF EXISTENCE:

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE:

This initial Registered Agent and the principal address of the initial Registered Office of this corporation shall be:

**WASHINGTON A. ROJAS
4445 NW 110 Ct. - Doral , FL 33178**

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**ARTICLE VI
DIRECTORS:**

This corporation shall have two (2) directors initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation is:

***VICENTE E. FREIRE - President - Avenida de los Shyris 0765 y La Niña
Ambato - Ecuador***

***WASHINGTON A. ROJAS - Director - 4445 NW 110 Ct.
Doral, Fl 33178***

**ARTICLE VII
INCORPORATORS:**

The name and street address of the incorporators are:

Distribuciones y Servicios Ware-House Cia.Ltda.

By: Vicente P. Freire

51%Shares

***Isla Fernandina N43-125 y Rio Coca
Quito - Ecuador***

.....

Vicente E. Freire

40%Shares

***Avenida de los Shyris 0765 y La Niña
Ambato - Ecuador***

.....

Washington A. Rojas

9%Shares

***4445 NW 110 Ct.
Doral, FL 33178***

**ARTICLE VIII
PREEMPTIVE RIGHTS:**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IX
CUMULATIVE VOTING:**

At each election for Directors, cummulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

**ARTICLE X
AMENDMENT :**

These Articles of Incorporation may be amended in the manner Provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set its hands and seals this 11 day of June 2007.-


VIGENTE P. FREIRE

For: Distribuciones y Servicios Ware-House Cia. Ltda.


VIGENTE E. FREIRE


WASHINGTON A. ROJAS

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designed in these Articles. I hereby accept this Appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.


**WASHINGTON A. ROJAS
REGISTERED AGENT**

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