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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166- 0-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MEGA TRADE, INC.

FAX AUDIT NUMBER: H95000004910

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FLORIDA DEPARTMENT OF STATE
Sandra B. Moriharn
Secretary of State

May 2, 1995

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: MEGA TRADE, INC.
REF: W9500009278

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Loria Poole
Corporate Specialist

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MAY 11 1995
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
MEGA GROUP EXPORT-IMPORT, INC.**

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State providing for the information, liabilities rights, privileges and immunities of a corporation for profit.

**ARTICLE I
NAME, ADDRESS AND AGENT**

The name of this corporation shall be: **Mega Group Export-Import, Inc.**
Its principal office shall be located at **4995 N.W. 72 AVE SUITE 201 MIAMI, FLORIDA 33166.** Its registered agent shall be: **Yolanda Jaramillo**

**ARTICLE II
NATURE OF BUSINESS**

Section 1. The general nature of the business and objects and purposes to be transacted, promote and carried on are to do any and all things herein after mentioned, as fully and to the same extent as natural persons might of could, viz.

A.- To carry on business in the United States of North America or any foreign Country or Countries, to buy, sell, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal, and agent, in any part of the world.

**ARTICLE III
CAPITAL STOCK**

The capital stock of the Corporation upon commencing business operation shall consist of **ONE HUNDRED (100) shares of \$ 10.00 dollars per value for Incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration. Said shares of common stock to have \$ 10.00 as per value, all shares to be issued fully paid and non assessable, the capital stock of this corporation may be paid in lawful money of the U.S.A. in property, labor or services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.**

Prepared by: **Carlos A. Celis**
4995 N.W. 72nd Ave.
Suite 201
Miami, Fl 33166
(305) 592-4072

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**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND DOLLARS (1000.00)

**ARTICLE V
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.-----

**ARTICLE VI
BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than (1) persons.

**ARTICLE VII
INITIAL DIRECTORS AND OFFICERS**

The name and address of the first Board of Director who subject to the provisions of these articles of Incorporation, the By-laws and the act of the legislature approved June 1, 1925, and the acts ammendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following.---

| NAME | ADDRESS | TITLE |
|---------------------------|---|---------------------------------|
| CARLOS A. CELIS | KRA 9 # 18-50 # 302 BOGOTA, COLOMBIA | PRESIDENT |
| SANDRA P. CASTILLO | KRA 9 # 18-50 # 302 BOGOTA, COLOMBIA | SECRETARY/ TREASURER |

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**ARTICLE VIII
SUSCRIBERS**

| NAME | TITLE | SHARES |
|---------------------------|---------------------------------|-----------------|
| CARLOS A. CELIS | PRESIDENT | - 50 % - |
| SANDRA F. CASTILLO | SECRETARY/ TREASURER | - 50 % - |

**ARTICLES IX
BY-LAWS**

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By-laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-laws may from time to time and whenever be necessary by ammended by the Beard of Directors of the Corporation
IN WITNESS WHEREOF, The undersigned have made and signed these Articles of incorporation at Miami, Florida County of Dade.-----

Carlos A. Celis

CARLOS A. CELIS
PRESIDENT

Sandra Patricia Castillo

SANDRA P. CASTILLO
SECRETARY/TREASURER

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STATE OF FLORIDA)
) S.S
COUNTY OF DADE)

I, HEREBY CERTIFY that on this day APRIL 12, 1995 before me personally appeared the undersigned authority: CARLOS A. CELIS, SANDRA P. CASTILLO, PRESIDENT, SECRETARY/ TREASURER, - - - -respectively to me well known to be the persons and subscribers and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have here unto set my hand and official seal, at Miami, County of Dade, State of Florida.


YOLANDA JARAMILLO



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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 is:

MEGA GROUP EXPORT-IMPORT, INC.

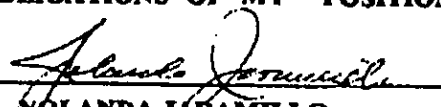
2.- The name and address of the registered agent and office is:

YOLANDA JARAMILLO
4995 N.W. 72 AVE SUITE 201
MIAMI, FLORIDA 33166

Signature: 

CARLOS A. CELIS
President

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


YOLANDA JARAMILLO
Registered Agent

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