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8/29/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: JOESDA INTERNATIONAL, INC.

AUDIT NUMBER.....H97000014373

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JOESDA INTERNATIONAL, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:
JOESDA INTERNATIONAL, INC.

The principal place of business of this corporation shall be:
**3200 NW 79 STREET, SUITE B-210
MIAMI, FL 33147**

ARTICLE II NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares"

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any who shall hold office the first year of the corporation's existence or until their successors are elected, are:

**JORGE RAMIS-PRESIDENT
3200 NW 79 STREET, SUITE B-210
MIAMI, FL 33147**

**ESTELA RAMIS-VICE-PRESIDENT
3200 NW 79 STREET, SUITE B-210
MIAMI, FL 33147**

Prepared By: **LATIN AMERICAN 2000
1165 W 49TH ST #208
HIALEAH FL 33012
(305) 826-6518**

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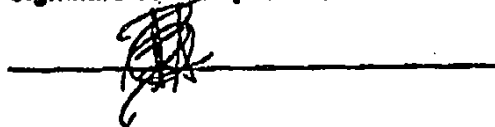
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ARTICLE VI INCORPORATOR

The name and street address of the Incorporator to this articles of incorporation is:
JORGE RAMIS
3200 NW 79 STREET, SUITE B-210
MIAMI, FL 33147

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28 day of August 1997.

Signature of Incorporator.



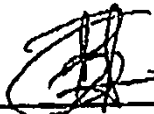
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 807.325, 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
JOESDA INTERNATIONAL, INC.
2. The name and address of the registered agent and office is:
JORGE RAMIS
3200 NW 79 STREET, SUITE B-210
MIAMI, FL 33147



Signature

Title: PRESIDENT

Date: AUGUST 28, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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 807.325, FLORIDA STATUTES.



Signature

Date: AUGUST 28, 1997

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TALLAHASSEE
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STATE