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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

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.

CARLIN INVESTMENTS USA, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 2, 2000

FAS-

SUBJECT: CARLIN INVESTMENTS USA, INC.
REF: W00000014065

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ARTICLES OF INCORPORATION
OF

CARLIN INVESTMENTS USA, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: _____

CARLIN INVESTMENTS USA, INC.

The principal place of business of this corporation shall be:

6171 S. W. 110th Avenue, Miami, Florida 33173

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or 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:

One thousand (1000) common shares \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

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, is(are):

Carlos Antonio Castillo Almonte P/T

Paseo Camu # 11, Los Rios, Santo Domingo – Republica Dominicana
and

Guaroa Asencio VP/S

6171 S. W. 110th Avenue, Miami, Florida 33173

ARTICLE VI
INCORPORATOR(S)

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

Guaroa Asencio
6171 S.W. 110th Avenue, Miami, Florida 33173

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have)
executed these Articles of Incorporation
this 26th day of May 2000

Signature(s) of incorporator(s)

Guaroa Asencio

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

CARLIN INVESTMENTS USA, INC.

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

Guaroa Asencio
 6171 S. W. 110th Avenue
 P. O. Box NOT ACCEPTABLE)
 Miami, Florida 33173

(CITY/STATE/ZIP)

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 DIVISION OF CORPORATIONS

SIGNATURE

Guaroa Asencio

TITLE

Vice-President

DATE

5/26/00

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

Guaroa Asencio

DATE

5/26/00