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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

FENIX U.S.A. CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

FENIX U.S.A. CORP.

We, the undersigned subscribers to these Articles of Incorporation, natural persons and competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be : FENIX U.S.A. CORP.

ARTICLE II

Nature of Business

The general nature of business to be transacted by this corporation is import of tiles and stones for walls & floors for sale and any other activities or business permitted under the Laws of the United States and the State of Florida. To manufacture, purchase or otherwise acquire, and to own; mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in other states and countries.

Commercial Tax Service Janet Vasallo
Public Accountant 1212 SW 2 Street Miami, FL 33135

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ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 200 shares

ARTICLE IV

Initial Capital

The amount of capital with this corporation will begin business is not less than five hundred dollars.

ARTICLE V

Terms of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is 500 16 Street #9 in Miami Beach, Florida 33139 in Miami Dade County, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

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ARTICLE VII

Directors

This corporation shall have no less than two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII

Initial Directors

The name and street address of the members of the first Board of Directors are:

Graciela Elena Couffignal, PRESIDENT and SECRETARY
500 16 Street #9
Miami Beach, FL 33139
SS# 589-83-7774

Paul A. Parisi, VICE-PRESIDENT and TREASURER
500 16 Street #9
Miami Beach, FL 33139
SS# 110-42-9119

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ARTICLE IX

Subscribers

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>		
Graciela Elena Couffignal	500 16 ST #9 Miami Beach, FL 33139	100 @	3	\$300
Paul Parisi	500 16 ST #9 Miami Beach, FL 33139	100 @	3	\$300

ARTICLE X

Registered Agent

The initial registered office will be at 500 16 ST Miami Beach, FL 33139 and the registered agent is Graciela Elena Couffignal.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provision of the said act relative to keeping open said office.

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By:

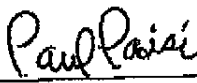

Registered Agent- Graciela Elena Couffignal

ARTICLE XI

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 the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made. IN WITNESS THEREOF.


Graciela Elena Couffignal,
President and Secretary


Paul Parisi,
Vice-President and Treasurer

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State of Florida
County of Dade

The foregoing instrument was acknowledged
before me this 6-23-00 by

Graciela E. Couffignal & Paul Parisi
who has produced PK DR. HC

_____ a. Identification
and who did take an oath.

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