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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.

FRUGOS USA, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
FRUGOS USA, INC.

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ARTICLE I.

NAME

The Name of the Corporation is FRUGOS USA, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Manfred Rosenow, Esq.
5615 Sheridan Street
Hollywood, Florida 33021
Fla. Bar No. 0831638

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred (100) of voting common stock with \$1.00 par value per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 2350 N.E. 135th Street, Suite 801, North Miami, Florida 33181.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 5615 Sheridan Street, Hollywood, Florida 33021. The initial registered agent at that address is LAW FIRM OF MANFRED ROSENOW, P.A.

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ARTICLE VIII.

DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors and officers who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

<u>NAME</u>	<u>OFFICE</u>
German Gomez 2350 N.E. 135th Street North Miami, Florida 33181	President/Treasurer
Amparo Alvarez 2350 N.E. 135th Street North Miami, Florida 33181	Vice President/Secretary

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: Manfred Rosenow, Esq., 5615 Sheridan Street, Hollywood, Florida 33021.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

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IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 25th day of September, 2000.

LAW FIRM OF MANFRED ROSENOW, P.A.

By: 

MANFRED ROSENOW

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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 AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

FRUGOS USA, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT IS:

LAW FIRM OF MANFRED ROSENOW P.A.
5615 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021

SIGNATURE

MANFRED ROSENOW

TITLE:

INCORPORATOR

DATE:

SEPTEMBER 25, 2000

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 OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

MANFRED ROSENOW

DATE:

SEPTEMBER 25, 2000

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