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LAW OFFICES  
IVAN A. GOMEZ, P.A.

COURVOISIER CENTRE II  
601 BRICKELL KEY DRIVE • SUITE 507  
MIAMI, FLORIDA 33131-2623  
(305) 371-9213  
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IVAN A. GOMEZ  
BOARD CERTIFIED TAX ATTORNEY

November 9, 2000

FILED  
00 NOV 13 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AIRBORNE EXPRESS #4676405134

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

Re: Carca U.S.A., Inc.

700003462307--7  
-11/14/00--01007--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of \$78.75 is enclosed for the following fees:

Filing fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,

  
Ivan A. Gomez

IAG/lc  
Carca.CP\Filing.L  
Encls.

cc: Mr. Pedro Baptista

✓ T. Burch NOV 16 2000

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ARTICLES OF INCORPORATION  
OF  
CARCA U.S.A., INC.  
a Florida Corporation

00 NOV 13 AM 9:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation"), under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I.  
NAME

The name of the Corporation is CARCA U.S.A., INC.

ARTICLE II.  
OFFICE AND MAILING ADDRESS

The initial principal office of the Corporation is located at 38 South Federal Highway, Unit 10, Dania Beach, Florida 33004, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

ARTICLE III.  
DURATION

The Corporation shall have perpetual existence.

ARTICLE IV.  
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V.  
CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE VI.  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the

Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the initial Registered Agent of the Corporation at that address is IAG CORPORATE SERVICES, INC.

ARTICLE VII.  
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 3 directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Lisbeth Bracho	38 South Federal Highway Unit 10 Dania Beach, FL 33004
Leydin Baptista	38 South Federal Highway Unit 10 Dania Beach, FL 33004
Pedro Baptista	38 South Federal Highway Unit 10 Dania Beach, FL 33004

ARTICLE VIII.  
INCORPORATOR

The name and address of the person signing these Articles is:


<u>Name</u>	<u>Address</u>
Ivan A. Gomez, P.A.	601 Brickell Key Drive Suite 507 Miami, Florida 33131

ARTICLE IX.  
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 9<sup>th</sup> day of November, 2000.

IVAN A. GOMEZ, P.A.

By:   
Ivan A. Gomez, President  
Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned hereby accepts the appointment as the initial Registered Agent of CARCA U.S.A., INC., as made in the foregoing Articles of Incorporation.

IAG CORPORATE SERVICES, INC.

Date: 11/5/00

By:   
Ivan A. Gomez, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA