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October 26, 2000

Sirs.

**DIVISION OF CORPORATION
FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida**

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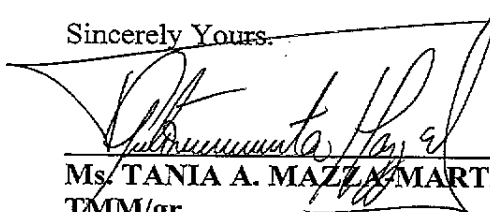
Ref: Filing a new profit corporation.

Dear Sirs:

Enclosed you will find an original of the articles of incorporation to be filed. Please sent it to our offices as soon as it is ready at:

**Ate: Tania A. Mazza-Martinez
782 NW 42 Av. Suite 638.
Miami, Florida**

Sincerely Yours.


**Ms. TANIA A. MAZZA-MARTINEZ
TMM/gr**

FILED
00 DEC -4 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LeB
12/4

W-27390



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 17, 2000

TANIA A MAZZA-MARTINEZ
782 NW 42 AVE STE 638
MIAMI, FL 33126

SUBJECT: A & F TRADING, CORP.
Ref. Number: W00000027390

We have received your document for A & F TRADING, CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 400A00059199

ARTICLE OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is AVENDANO-FUENMAYOR CORP.

FILED
00 DEC -4 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 4804 NW 79 Av. Apt. 104. Miami, Florida 33166.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of US\$ 1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 782 NW 42 Av Suite 638. Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Ms. Tania A. Mazza-Martinez.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Officers to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Officers may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initials Officers are:

PAOLA FUENMAYOR
4804 NW 79 Av. Unit 104.
Miami, Florida 33166.

President

CASTO FUENMAYOR
4804 NW 79 Av. Unit 104.
Miami, Florida 33166.

Director

MIGUEL AVENDANO
4804 NW 79 Av. Unit 104.
Miami, Florida 33166

General Manager



ARTICLE VII- INCORPORATOR

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

Ms. Tania A. Mazza-Martinez
MAZZA-MARTINEZ & ASSOC, P.A.
782 NW 42 Av. Suite 638.
Miami, Florida 33126

ARTICLE VIII- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX- INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X- AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

In WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: October 26, 2000


Ms. Tania A. Mazza-Martinez

ACCEPTANCE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE.

The undersigned person, having been named as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in the Articles, hereby accept to act in this capacity. I further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and acknowledge that I am familiar with and accept the obligations of my position as Registered Agent.


By: **Registered Agent.**