

P00000 117396

Miami, Florida, December 9th, 2000

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*****87.50 *****87.50

Dept. of State - Division of Corporations
P.O.Box 6327
Tallahassee, FL. 32314

Subject: Southbound Exporters, Inc.
(proposed corporate name)

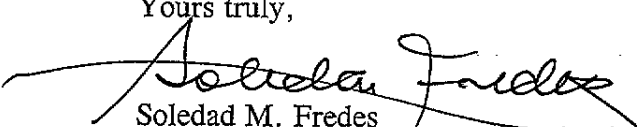
Dear Sirs:

Please find attached herewith one (1) original and one (1) copy of the articles of incorporation and a check in the amount of \$87.50 paying for:

Filing fee for new corporation	\$	70.00
Certified copy		8.75
Certificate of Status		8.75
Total	\$	87.50

I thank you in advance for your kind help on this matter.

Yours truly,


Soledad M. Fredes
Registered Agent for:
Southbound Exporters, Inc.
10952 N.W. 40th Street
Sunrise, Florida 33351
Phone: (954) 593.2446

FILED
00 DEC 18 AM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 12-27

FILED
00 DEC 18 AM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fort Lauderdale December 27, 2000

To Whom It May Concern:

Please be advise that We have no intention of reinstating Southbound Exporter Inc. and we release the name of the files as a new corporation.

If you have any question, please contact me at 954-593-2446

Truly yours,

Southbound Exporters, Inc.


Pedro R. Del Carpio
President

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00 DEC 18 AM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF SOUTHBOUND EXPORTERS, INC.

The undersigned incorporators, for the purpose of forming a Corporation under the
Florida
Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation shall be:

SOUTHBOUND EXPORTERS, INC.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:
10952 N.W. 40th Street, Sunrise, Florida 33351

ARTICLE THREE - SHARES

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

One hundred shares, par value \$10.00 each.

ARTICLE FOUR - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Soledad M. Fredes
10952 N.W. 40th Street, Sunrise, Florida 33351

ARTICLE FIVE - INCORPORATORS

The initial incorporators are:

Peter R. del Carpio - S.S.#569-91-5066
Address: 10952 N.W. 40th Street, Sunrise, Florida 33351

Soledad M. Fredes del Carpio - S.S. #144-84-3841
Address: 10952 N.W. 40th Street, Sunrise, Florida 33351

ARTICLE SIX - DIRECTORS

The initial corporation directors will be:

Peter R. del Carpio, President

Soledad M. Fredes del Carpio, Vice President and Secretary

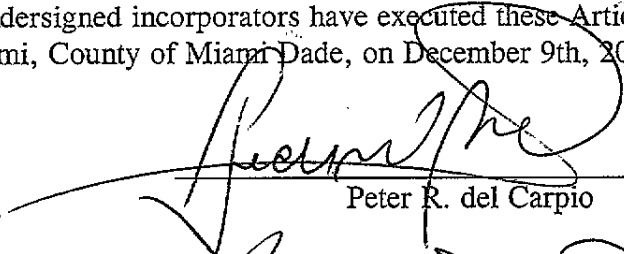
ARTICLE SEVEN - PURPOSE

The purpose of the corporation is to engage in the business of wholesale export trade of industrial and durable goods.

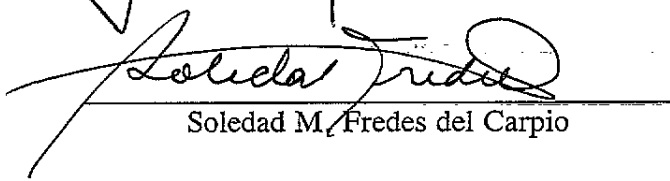
ARTICLE EIGHT - POWERS OF THE DIRECTORS

The directors will have the power to engage in all kind of legal transactions in the name of the Corporation, including opening and operating bank accounts, as well as obtaining loans, purchasing, selling and incurring in contractual obligations.

The undersigned incorporators have executed these Articles of Incorporation in the City of Miami, County of Miami Dade, on December 9th, 2000.



Peter R. del Carpio



Soledad M. Fredes del Carpio

Miami, Florida, December 9th, 2000

Florida Dept. of State
Tallahassee, Florida

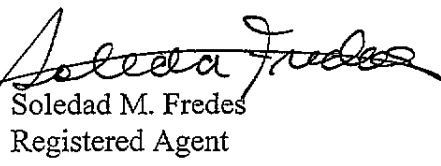
Re: Acceptance of Registered Agent

Dear Sirs:

The undersigned, Soledad M. Fredes, being familiar with the duties and responsibilities of a Registered Agent for a Florida Corporation, accepts and will be from now on the Registered Agent for:

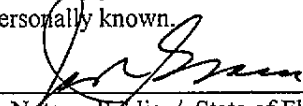
"Southbound Exporters, Inc."

Yours truly,


Soledad M. Fredes
Registered Agent
for "Southbound Exporters, Inc."
10952 N.W. 40th Street
Sunrise, Florida 33351
Phone: 954- 593. 2446
S.S.# 144-85-3841

FILED
00 DEC 18 AM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me
this 9th day of December, 2000 by Soledad M. Fredes,
personally known.


Notary Public / State of Florida

My commission expires on: 11/9/2003



Jose R. Grana
Commission # CC 886121
Expires Nov. 9, 2003
Bonded Thru
Atlantic Bonding Co., Inc.