

PO1000000103

12DEC2000

STATE OF FLORIDA
DIV OF CORPORATIONS
PO BOX 6327
TALAHASSEE, FL 32314

100003510661--5
-12/21/00--01065--022
*****78.75 *****78.75

DEAR SIRs:

PLEASE ORGANIZE THIS CORPORTATIONS IN THE STATE OF FLORIDA,
AND MAIL THE CERTIFICATE TO OUR ADDRESS
3051 NW 75 AVE / MIAMI FL 33122

SINCERELY



ENRIQUE HUMBERTO VELARDE.

FILED
00 DEC 21 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
1/2

FILED
00 DEC 21 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I: NAME

QUIMI CORP.

ARTICLE II: DURATION

THE DURATION OF THE CORPORATION IS PERPETUAL>

ARTICLE III: NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OF BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE IV: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THE CORP IS AUTHORIZED TO ISSUE IS THIRTY THOUSAND (30,000) shares each at a \$30.00 value.

ARTICLE V: INITIAL REGISTERED AGENT AND OFFICE

(PRINCIPAL OFFICE AND REGISTERED AGENT ARE THE SAME.)

The street address of initial registered office is:

QUIMI CORP, 3051 NW 75 AVE. MIAMI FL 33122

And said registered officer is ENRIQUE HUMBERTO VELARDE at above address.

ARTICLE VI: DIRECTORS

The number of directors may be altered from time to time by-laws adopted by the stockholders. The initial board of directors is:

ENRIQUE HUMBERTO VELARDE - located at 3051 NW 75 Ave - Miami FL 33122.

VILMA VILLALAZ - located at 3051 nw 75 ave - Miami FL 33122.

RENEE TOMLINSON - located at 3051 nw 75 ave - Miami FL 33122.

ARTICLE VII: AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER ACCORDING TO THE FLORIDA STATE LAW.

ARTICLE VIII: INCORPORATORS

THE NAMES AND POST OFFICES ADDRESSES OF THE SUBSCRIBER TO THE CERTIFICATE OF INCORPORATION AND THE NUMBER OF THE SHARES EACH AGREES TO TAKE THE VALUE OF THE CONSIDERATION PAID THEREOF.

Renee tomlinson - 3051 NW 75 AVE-MIAMI FL 33122. 5% percent

Enrique Humberto Velarde - 3051 NW 75 AVE - MIAMI FL 33122. 75%

Vilma Villalaz - 3051 nw 75 ave - miami fl 33122. 20%

ARTICLE IX – AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER ACCORDING TO FLORIDA STATE LAW.

ARTICLE X – RIGHTS OF SURVIVORSHIP

IN THE EVENT THAT ANY MEMBERS OF THIS CORPORATION SHOULD BECOME DECEASED OR INCAPACITATED, IN ANY FASHION, AND THAT ANY LIVING AND OR LAST WILL AND TESTAMENTS DO NOT STIPULATE OTHERWISE, ANY AND ALL EQUITIES, HOLDINGS, REAL ESTATE, SHOULD BE DISTRIBUTED EQUALLY AMOUNT THE SHARE HOLDERS ACCORDING TO THE PERCENTAGE OF SHARES OPENED IN THIS CORPORATION. IN THE EVENT THAT ANY SHARES ARE INHERITED BY PERSONS OF MINOR AGE OF OTHERWISE INCAPACITATED, THESE SHARE SHALL BE SET UP IN A BUY SELL AGREEMENT BACKED UP BY INVESTED LIFE INSURANCE COMPENSATING THEIR FAIR MARKET VALUE.

ARTICLE XI – MANAGING PARTNERS

THE CORPORATION QUIMI CORP. HAS ONLY ONE MANAGING PARTNER, Enrique Humberto Velarde.

ARTICLE XII – EVALUATION OF CORPORATE ASSETS

ALL CORPORATE ASSETS SHALL BE EVALUATED ON AN ANNUAL BASIS, AND PROPER ADJUSTMENTS WILL BE APPLIED FOR INSURED AND STOCK PURPOSES.

ARTICLE XIII – MANAGING DIRECTORS INSURANCE

ALL MANAGING DIRECTORS INSURANCE PREMIUMS FOR THEIR RESPECTIVE EQUITY STOCK INSURANCE SHALL BE PAID BY THE CORPORATION.

ARTICLE XIV – STOCKHOLDERS MEETINGS

STOCKHOLDERS MEETINGS SHALL BE HELD ONCE EVERY THREE MONTHS WITHIN OR OUT OF THE STATE OF FLORIDA. THESE MEETINGS SHALL BE HELD WITH THE TRANSCRIBERS PRESENT. THESE MEETINGS SHALL INCLUDE BUT NOT BE LIMITED TO, REAL ESTATE HOLDINGS, PROFITS AND LOSS STATEMENTS PREPARED FOR EACH OF THE VENTURES, BANKING AND ECONOMIC INFORMATION, STOCK EITHER PAPER OR PHYSICAL INVENTORY IN REAL MERCHANDISE, SALES REPORTS AND TAX DISCLOSURES.

ARTICLE XV – PHYSICAL YEAR

QUIMI CORP. SHALL CLOSE EACH PHYSICAL YEAR ON THE THIRTY- FIRST OF DECEMBER.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT.

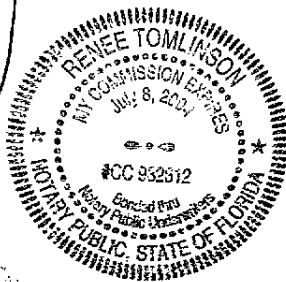
Enrique N. Velarde
ENRIQUE HUMBERTO VELARDE

Virgil J. Gallardo

MY COMMISSION EXPIRES:

IN WITNESS WHEREOF, IN INCORPORATORS HAVE HEREUNTO SET THEIR RESPECTIVE HANDS AND SEALS THIS 10TH DECEMBER 2000. THE FOLLOWING HEREBY AGREES TO SERVE AS REGISTERED AGENT FOR CORPORATION PURSUANT TO THE APPLICABLE FLORIDA STATUTES.

RENEE TOMLINSON



FILED
00 DEC 21 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA