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Requestor's Name  
Nancy Fernandez

201 Sevilla Ave #310

Address  
Coral Gables, FL 33134

City State ZIP Phone  
(305)446-1958

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-01/22/01-01028-015

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Arial Import - Export, Inc.

01 JAN 24 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |

RECEIVED  
01 JAN 22 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name
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Verifier
Acknowledgment
W.P. Verifier

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201-1582



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 22, 2001

EMPIRE

MIAMI, FL

SUBJECT: ARIAL IMPORT-EXPORT, INC.  
Ref. Number: W01000001582

We have received your document for ARIAL IMPORT-EXPORT, INC.. However, the document has not been filed and is being returned for the following:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address 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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 901A00003439

RECEIVED  
01 JAN 24 AM 9:09  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

ARIAL IMPORT-EXPORT, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and they hereby make, subscribe and acknowledge and file with the Secretary of State of the State of Florida this Certificate of Incorporation; and to that end they do, by this Certificate, set forth the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be: ARIAL IMPORT-EXPORT, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be performed and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, to wit:

to export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from, and importation into the United States, and to and from all countries foreign thereto and for exportation from and importation into any foreign country, to and from any other country foreign thereto and to purchase and sell domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business, to carry on and conduct a general purchase and sale business, to distribute, deliver, purchase and sell goods, wares, merchandise, property, commodities and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising and introducing, and contracting for the sale, introduction, advertisement and use of, services of all kinds, relating to any and all kinds of businesses for any and all purposes, to engage in any lawful act or activity for which corporations may be organized under the law of the State of Florida.

Nancy I. Fernandez, Esq.- 201 Sevilla Suite 310, Coral Gables, Florida 33134  
Tel. (305) 446-1958 - Florida Bar No. 215139

FILED  
01 JAN 24 PM 11:18  
SECRETARY OF STATE  
FLORIDA

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand ( 1,000 ) shares of stock of \$ 1.00 par value.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be no less than \$1,000.00.

ARTICLE V

The initial post-office address of the principal office of this corporation in the State of Florida shall be the City of Miami , County of Dade at 5805 Blue Lagoon Drive, Miami, Florida 33126.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

This Corporation is to exist perpetually.

ARTICLE VII

The Registered Agent for this Corporation shall be JENNY C. PFEFFER and the Registered Address shall be 5805 Blue Lagoon Dr., #136, Miami, FL 33126

ARTICLE VIII

This Corporation shall have no less than one Directors initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX

The names and post-office addresses of the members of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

MARIA AURORA COPPOLA - 5805 Blue Lagoon Drive # 136, Miami, Florida 33126

A R T I C L E   X

The names and post-office addresses of the first officers of the Corporation who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

MARIA AURORA COPPOLA - 5805 Blue Lagoon Drive, # 136, Miami, Florida 33126

A R T I C L E   XI

The names and post-office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each one agrees to take and the value of the consideration thereof are:

INVERSIONES ARIES, C.A.	1000	\$ 1,000.00
Centro Comercial Caroni Plaza		
Planta Baja, Local No. 2		
Paseo Caroni, Puerto Ordaz 8015, Venezuela		

A R T I C L E   XII

Both Stockholders and Directors shall have the power to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such office as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

A R T I C L E   XIII

All rights conferred to Stockholders herein are granted subject to the right the Corporation reserves to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner explained in Article XIV of this Certificate.

A R T I C L E   XIV

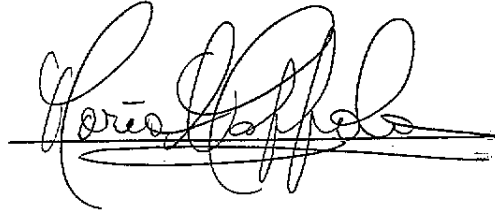
These Articles of Incorporation may be amended in the manner provided by Law.

Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV

Preemptive Rights: Every Shareholder, upon the sale for cash of any new stock of this Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, We, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seals this 1st day of December, 1999.



STATE OF FLORIDA

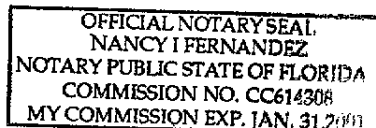
COUNTY OF DADE    §§

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the above State and County to take acknowledgments, personally appeared  
MARIA AURORA COPPOLA  
to me well known and known to me to be the persons described in and who executed these Articles of Incorporation, and they acknowledge before me that they subscribe to those Articles of Incorporation.

WITNESS my hand and official seal in the City of Coral Gables, this 1st day of December, 1999. I relied upon the following as  
identification: Venezuelan passport No. 0776314

  
NOTARY PUBLIC State of Florida at Large

My Commission Expires:



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

REGISTERED AGENT

FILED  
01 JAN 24 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA