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March 21, 2001

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

**RE: ARTICLES OF INCORPORATION
NAGER U.S.A., INC.**

Dear Sir/Madam:

Enclosed find a check in the amount of \$122.50 and the Articles of Incorporation for the
aforementioned corporation, **Nager U.S.A., Inc.** Also, enclosed find an extra copy for our
records please stamp and forward to our office.

Thanking you in advance for your attention and consideration in this matter.

Sincerely,

LAW OFFICES OF DORA R. GOMEZ


Dora R. Gomez, Esq.

DRG:rm

FILED
01 MAR 26 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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D. WHITE MAR 29 2001

**ARTICLES OF INCORPORATION
OF
NAGER U.S.A., INC.**

FILED
01 MAR 26 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is **NAGER U.S.A., INC.** The corporation's principal address is:

C/O MIGUEL RIPOL
4318 LAUREL RIDGE CIRCLE
WESTON, FLORIDA 33331

**ARTICLE II
DURATION**

The Corporation shall exist in perpetuity.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issued 500 shares of \$1.00 per value common stock which shall be designated "Common Shares".

**ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK**

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

JORGE ORLANDO ACOSTA VERDE
4318 LAUREL RIDGE CIRCLE
WESTON, FLORIDA 33331

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of Directors may be either increased or decreased from time to time according to the By-Laws adopted by the corporation. The names and addresses of the initial Directors and their respective officers are:

PRESIDENT:

JORGE ORLANDO ACOSTA
VERDE
C/O MIGUEL RIPOL
4318 LAUREL RIDGE CIRCLE
WESTON, FLORIDA 33331

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party or interested in such contract, act or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may in any way be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact the is also a director of such subsidiary or controlled company.

**ARTICLE IX
BY-LAWS**

The power to adopt, alter amend or repeal the By-Laws shall be vested in the Directors.

**ARTICLE X
INDEMNIFICATION**

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

**ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the date of filing of these articles.

**ARTICLE XII
AMENDMENT**

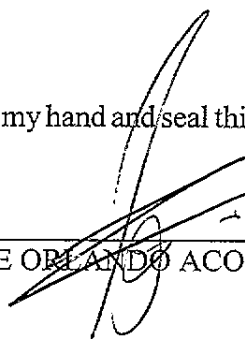
These Articles Of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

**ARTICLE XIII
INCORPORATOR**

The incorporator is JORGE ORLANDO ACOSTA VERDE and his corporate address is

4318 LAUREL RIDGE CIRCLE
WESTON, FLORIDA 33331

IN WITNESS WHEREOF, I have set my hand and seal this 21ST day of MARCH, 2000.



JORGE ORLANDO ACOSTA VERDE

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

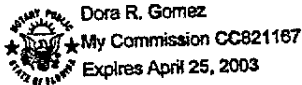
BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JORGE ORLANDO ACOSTA VERDE, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and seal, this _21st day of March, 2000 at Miami Beach, Miami-Dade County, Florida.



NOTARY PUBLIC
State of Florida

My Commission Expires:



FILED

01 MAR 26 PM 12:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First, that the **NAGER U.S.A., INC.**, a Florida corporation, with its principal office, as indicated in the Articles of Incorporation, has named **JORGE ORLANDO ACOSTA VERDE**, located at 4318 LAUREL RIDGE CIRCLE, WESTON, FLORIDA 33331, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, agrees to comply with the provision of said Act relative to keeping open said office.

Date

3/21/01

JORGE ORLANDO ACOSTA VERDE