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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

ASAAR USA CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY 31 2001

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ARTICLES OF INCORPORATION
OF

ASAAR U.S.A. CORPORATION.

The undersigned Incorporates, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

ASAAR U.S.A. CORPORATION.

The principal place of business and mailing address of this corporation shall be:

407 Lincoln Rd. suite 2 D
Miami Beach, FL 33139

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

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

ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

Gestoria USA
407 Lincoln Rd. suite 2 D
Miami Beach, FL 33139

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TALLAHASSEE, FLORIDA

ARTICLE V: DIRECTORS/OFFICE

The name and street address of the initial office and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

PRESIDENT: Victor Alberto Di Martino
2899 Collins Ave. # 731
Miami Beach, FL 33139

SECRETARY: Luis Troncoso
Irala 6865, Mar del Plata, Dolores, Argentina

TREASURY: Maria Rosa Acosta
Rivadavia 4517 piso 1, Mar del Plata, Prov. Buenos Aires, Argentina

The share holders of this Corporation shall be:

ASAAR ARGENTINA, an Argentinian Corporation.

Address: Rivadavia 4577
P.J. 14841 EBP 335/98
Rep. Argentina

Gestoria USA
407 Lincoln Rd. Suite 2 D
Miami Beach, FL 33139

ARTICLE VI: INCORPORATOR

The name and address of the Incorporates to this articles of incorporation are:

Victor Alberto Di Martino
2899 Collins Ave. # 731
Miami Beach, FL 33140

Luis Troncoso
Irsla 6363, Mar del Plata, Dolores, Argentina

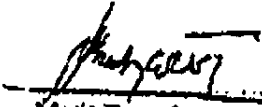
Maria Rosa Acosta
Rivadavia 4517 piso 1, Mar del Plata, Prov. Buenos Aires, Argentina

IN WITNESS WHEREOF, the undersigned incorporates has executed these Articles of Incorporation this 25 days of May, 2001.

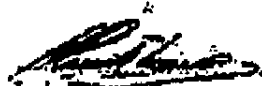
Signature of Incorporators



Victor Alberto Di Martino



Maria Rosa Acosta



Luis Troncoso

Gestoria USA
407 Lincoln Rd suite 2 D
Miami Beach, FL 33139

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: ASAAR U.S.A. CORPORATION.

The name and address of the registered agent and office is:

Victor Alberto Di Martino
2899 Collins Ave. suite 731
Miami Beach, FL 33139

SIGNATURE:



DATE: 05/25/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE performance OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE:



DATE: 05/25/01

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TALLAHASSEE, FLORIDA