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CHANDLER R. FINLEY, ESQ.
MICHAEL S. MORANO, ESQ.

June 11, 2001

"THE IMMIGRATION OFFICE,"
A LAW FIRM

ADMITTED TO FLORIDA BAR
ADMITTED TO U.S. DISTRICT COURT
INTERNATIONAL BAR ASSOCIATION
AMERICAN IMMIGRATION LAWYERS ASSOCIATION
FEDERAL BAR ASSOCIATION

RESPONSE OFFICES
LONDON
PARIS
ROME
TORONTO

PO1000261104

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: IPESA USA, INC.

300004426133--4
-06/19/01--01014--014
*****78.75 *****78.75

Dear Sir/Madam:

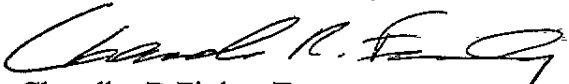
Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Upon filing, please return the "stamped" copy of the Articles of Incorporation to this office.

Our check in the amount of \$78.75 is enclosed for payment of the filing fees.

Your prompt attention to this matter is appreciated.

Sincerely

FINLEY & ASSOCIATES, P.A.


Chandler R. Finley, Esq.
CRF/mg
Enclosure
c: C.Iturralde

FILED
01 JUN 18 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
IPESA USA, INC.

FILED
01 JUN 18 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of this corporation is **IPESA USA, INC.**

Article II
Principal Office Address

The principal office of the Corporation is located at: **1645 Palm Beach Lakes Blvd., Suite # 520, West Palm Beach, Florida 33401.**

Article III
Capital Stock

This corporation is authorized to issue **1,000 shares** of common stock with no par value.

Article IV
Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **11211 S. Military Trail, Apt. 3912, Boynton Beach, Florida 33436**, and the name of the initial registered agent of this corporation at that office is **Chandler R. Finley**.

Article VI
Incorporator

The name and address of the person signing these Articles is:

Carlos Iturralde - 11211 S. Military Trail, # 3912, Boynton Beach, FL 33436

Article VII
Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Name: Carlos Iturralde
Address: 11211 S. Military Trail, Apt. 3912, Boynton Beach, FL 33436

Article IX
Indemnification

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of May, 2001.



Carlos Iturralde

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

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under 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:

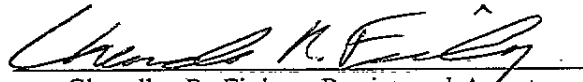
IPESA USA, INC.

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

Chandler R. Finley, Esq.

1645 Palm Beach Lakes Blvd., Suite 520, West Palm Beach, Florida 33496

The undersigned, Chandler R. Finley, Esq., Registered Agent, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Chandler R. Finley, Registered Agent

FILED
01 JUN 18 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA