

DEBORA MARA CHEMERINSKI

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365

26, 2

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

Re: Cometto USA, Inc.

300004456483--6
-07/02/01--01098--008
*****78.75 *****78.75

Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the above referenced company. A preliminary online search has indicated that the names are available.

Also enclosed is a check for \$ 78.75 to cover the costs of the filing fee and the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,

Debora Mara Chemerinski/CRL

Debora Mara Chemerinski

FILED
01 JUL -2 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch

JUL 6 2001

**ARTICLES OF INCORPORATION OF
COMETTO USA, INC.**

**ARTICLE I
NAME**

The name of this corporation is COMETTO USA, INC.

**ARTICLE II
PURPOSE**

This corporation is organized to do any and all lawful business.

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

**ARTICLE IV
INITIAL REGISTERED AGENT**

The name of the initial registered agent of this corporation, together with the agent's address, is:
Ana Rozental, 2030 N.E. 203 Street, Miami, Florida 33179

**ARTICLE V
INITIAL MAILING ADDRESS**

The initial mailing address of this corporation is: 19390 Collins Avenue, Suite 701, Sunny Isles Beach, Florida 33160.

**ARTICLE VI
BOARD OF DIRECTORS**

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of the corporation and her address is:

Ricardo A. Montero
19390 Collins Avenue, Suite 701
Sunny Isles Beach, Florida 33160

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles is: Ricardo A. Montero, 19390 Collins Avenue, Suite 701, Sunny Isles Beach, Florida 33160

**ARTICLE VIII
INDEMNIFICATION**

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

**ARTICLE XI
BYLAWS**

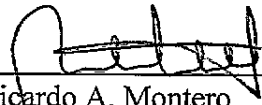
The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

**ARTICLE X
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual and shall commence on the date the Incorporator signs these Articles, subject to filing with the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 26 day of June, 2001.

Incorporator



Ricardo A. Montero

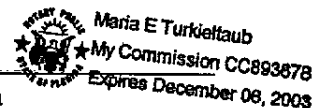
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26 day of June, 2001, by Ricardo A. Montero who is personally known to me; or who has produced Driver License M 536-721-65017-0 as identification and who did (did not) take an oath.



Notary Public, Florida



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

This acceptance is dated the 26 of June, 2001.



Ana Rozental