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June 25, 2001

FILED  
01 JUL -2 PM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Dept of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee FL 32399

RE: ANDEN USA INC.

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for \$87.50 (filling fee), certified copy and certificate of status-additional copy required.

FROM: EDUARDO SEGUNDO PARDO  
2699 COLLINS AVE STE 110  
MIAMI BEACH FL 33140  
PHONE: 305 532-1456

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THANK YOU.

F. CHESTER JUL 9 2001

**ARTICLES OF INCORPORATION**

**OF**

**ANDEN USA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida in compliance with Chapter 607, Florida Statutes.

**ARTICLE I**

The name of the corporation shall be: **ANDEN USA, INC.**

**ARTICLE II**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business;

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a Facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, mortgage, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.0 14;

#### **ARTICLE IV**

The aggregate number of shares, which this corporation shall have authority to issue, is the total sum of 100 shares, having par value of \$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class stock of this corporation

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

ANTONIO A. RODRIGUEZ  
1902 SW 124 PL  
MIAMI, FLORIDA 33175

ARTICLE VI

The initial Board of Directors shall consist of a total of two (2) persons and the name and address of the person who is to serve as initial directors are:

1. **EDUARDO SEGUNDO PARDO (President) 2699 Collins Ave. Suite # 110 Miami Beach, Fl 33140**
2. **GUSTAVO PARDO (Secretary, Treasurer) 2699 Collins Ave. Suite # 110 Miami Beach, Fl 33140**

ARTICLE VII

The address of the principal office of this corporation is:

2699 Collins Ave. Suite # 110  
Miami Beach, Florida 33140

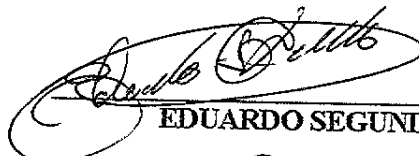
ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

**EDUARDO SEGUNDO PARDO**  
2699 Collins Ave. Suite # 110 Miami Beach, Fl 33140

IN WITNESS WHEREOF, the undersigned incorporator has executed these article of incorporation  
this 2<sup>nd</sup> day of May, 2001.

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) ss

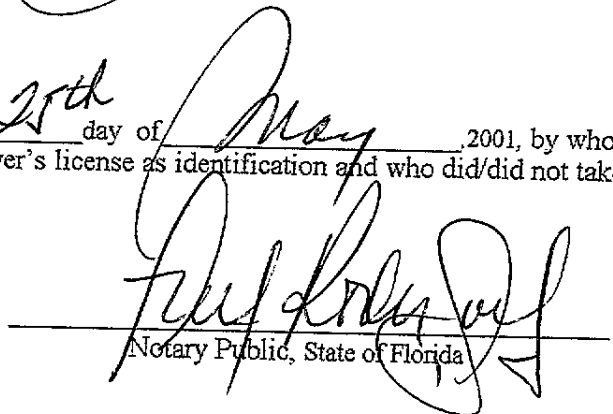
  
EDUARDO SEGUNDO PARDO

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of May, 2001, by who is personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.

My Commission Expires:



Cruz A. Rodriguez  
Commission # CC 787368  
Expires DEC. 15, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public, State of 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 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-that **ANDEN USA, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami Beach, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, **ANTONIO A. RODRIGUEZ** hereby accepts to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

  
ANTONIO A. RODRIGUEZ

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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