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IMMIGRATION
LEGAL CENTER OF AMERICA, P.A.,
A Private Law Firm
CLEARWATER • TAMPA

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MARK R. WEINER
FLORIDA BOARD CERTIFIED AS A SPECIALIST
IN IMMIGRATION AND NATIONALITY LAW

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July 2, 2001

WWW.FORAVISUSA.COM

EXPRESS MAIL

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

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*****78.75 *****78.75

RE: Florida Import & Export USA, Inc.

Dear Sir/ Madam:

Enclosed is an original and a copy of the Articles of Incorporation of **Florida Import & Export USA, Inc.**, as well as a firm check in the amount of Seventy Eight Dollars and seventy five cents (\$78.75).

Please be kind enough to expedite this matter, and return the certified copy of the Articles of Incorporation to this office at the above address.

In the meantime, should you have any questions, please do not hesitate to contact this office.

Thank you for your attention to this matter.

Sincerely yours,

IMMIGRATION LEGAL
Center of America, P.A.

MARK R. WEINER
Immigration Attorney

MRW/sp

01 JUL -3 AM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

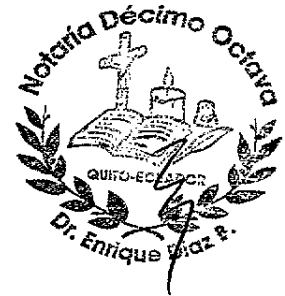
D. WHITE JUL 10 2001

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SECRETARY OF STATE
TALLAHASSEE **ARTICLES OF INCORPORATION**
OF
FLORIDA IMPORT & EXPORT USA, INC.



The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

FLORIDA IMPORT & EXPORT USA, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) **IMPORT AND EXPORT DISTRIBUTION** in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this



corporation or to enhance in and carry on any and every activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 1000 shares at a par value of \$.50 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

ARTICLE FIVE

The beginning capital of this corporation shall be \$4,000.00.



ARTICLE SIX

The corporation shall not have directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

1211 N. Westshore Blvd., suite 505
Tampa, FL. 33607

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT, SECRETARY,

VICE-PRESIDENT and TREASURER:

Patricio Barona
Veracruz 156 y America
Quito, Ecuador

ARTICLE NINE

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Patricio Barona
Veracruz 156 y America
Quito, Ecuador



ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Mark R. Weiner
1211 N. Westshore Blvd., suite 505
Tampa, FL. 33607


ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 13th day of June, 2001.



Patricio Barona
Veracruz 156 y America
Quito, Ecuador

City of Quito
Country of Ecuador

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Florida aforesaid to take acknowledgments, personally appeared _____, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and

he acknowledged before me that he signed the same and uses and purposes therein set forth.



WITNESS my hand and official seal this _____ day of _____ 2001.

RAZON: En ejercicio de las atribuciones que me confiere la Ley Notarial y demás disposiciones legales, CERTIFICO que la(s) firma(s) que consta(n) en el presente documento y que corresponde(n) a: Dr. Herman Patricio Barona Morales con Cédula(s) de Ciudadanía: BO/116 988-7 es (son) auténtica(s) y fue (fueron) puesta(s) ante mí, de todo lo cual doy fe. Quito, a 13 JUN 2001



NOTARY PUBLIC
MY COMMISSION EXPIRES:

[Signature]
U. Enrique Diaz Ballesteros
Notario Décimo Octavo del Cantón Quito

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, Mark R. Weiner, hereby accept designation as Resident Agent on this 25 day of June, 2001.

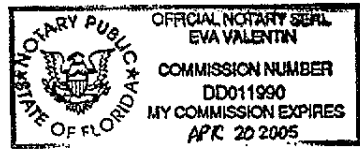
[Signature]
Mark R. Weiner
1211 N. Westshore Blvd., suite 505
Tampa, FL. 33607

State of Florida
County of Hillsborough

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Florida aforesaid to take acknowledgments, personally appeared MARK R. WEINER, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 25th day of June 2001.

[Signature]
NOTARY PUBLIC
MY COMMISSION EXPIRES:



FILED
01 JUL -3 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA