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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CEDENI, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

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☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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Examiner's Initials

**ARTICLES OF INCORPORATION OF
CEDENI, INC.**

ARTICLE I --- NAME

The name of this corporation is CEDENI, INC.

ARTICLE II- EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE – III- PURPOSE

This corporation is organized for the purpose of doing commerce and transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issued 1,000 shares of ONE Dollar (\$1.00) par value common stock which shall be designated as "Common Shares". The total initial capital is \$ 1,000.00.

ARTICLE V – PRE-EMPTIVE RIGHTS

Every Shareholder, upon the offer for sale for cash of any stock of this corporation, 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, or the price that may be set by the Board of Directors, which ever is lowest.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial ~~PRINCIPAL~~ office of this Corporation is 5600 SW 135 AVENUE, SUITE 113, MIAMI, FLORIDA, 33183, and the name

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of the initial registered agent of this corporation is ALFONSO OVIEDO-REYES, ESQ at 8370 WEST FLAGLER STREET, SUITE 110, MIAMI, FLORIDA 33144

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have at least TWO Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the rules set in the bylaws; however, there shall never be less than two Directors nor more than five. The name and address of initial Board of Directors of the Corporation is:

JUAN CARLOS MORALES.....PRESIDENT

EMILIO MORALES..... VICE-PRESIDENT

The address of the foregoing is as follows: 5600 SW 135 AVENUE, Suite 113, MIAMI, FLORIDA, 33183.

ARTICLE VIII – INCORPORATION

The names and addresses of the Incorporators signing these articles are the same as those mentioned in the preceding article. The Incorporators take the shares of the corporation; as follows: CEDENI, C.A. a Venezuelan Corporation takes 510 SHARES OR 51% of the total shares of the Corporation and JUAN CARLOS MORALES, takes 290 SHARES or 29% and EMILIO MORALES takes 200 SHARES or 20% of the total shares of the Corporation

ARTICLE IX – INDEMNIFICATION

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

ARTICLE X – AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a MAJORITY of Votes of all Shareholders.

ARTICLE XI – CORPORATE BUY-OUT

Dissenting shareholders have the right to sell their shares back to the corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.

ARTICLE XII

Any dispute among shareholders will be resolved by arbitration in accordance with the rules of the American Arbitration Association by an arbitrator that will be chosen by the non-disputing shareholders. If they cannot appoint one within one week of the request the arbitrator will be the Corporation's Legal Counselor. The decision of the arbitrator will be final.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 28th day of June 2001.



JUAN CARLOS MORALES
PRESIDENT

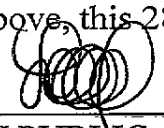


EMILIO MORALES
VICE-PRESIDENT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above Personally appeared JUAN CARLOS MORALES and EMILIO MORALES known to be and known by me to be the persons who executed the foregoing Articles of the Incorporation, and he acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, have set my hand and seal in the State and County above, this 28th day of June of 2001.



NOTARY PUBLIC, State of
Florida at Large.
My Commission Expires:



Luisita Montalban
Commission # DD 029534
Expires July 9, 2005
Bonded thru
Atlantic Bonding Co., Inc.

In compliance with Section 48.091, Florida Statutes. The following is submitted:

That CEDENI, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 5600 SW 135 AVENUE, Suite 113, Miami, Florida 33183, County of Dade, State of Florida, has named ALFONSO OVIEDO REYES, at 8370 West Flagler Street, Suite 110, Miami, Florida 33144 as its agent to accept service of process within this State.

ACKNOWLEDGMENT;


Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.



ALFONSO OVIEDO REYES
Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared to me known to be the person described as ALFONSO OVIEDO REYES, and who has executed the foregoing acknowledgement before me; and accepts to be the Registered Agent for the Corporation.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



Luisita Montalban
Commission # DD 029534
Expires July 9, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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