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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

INVERSIONES TOR USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKinnon AUG 29 2001

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CERTIFICATE OF INCORPORATION
OF
INVERSIONES TOR USA, INC.

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is INVERSIONES TOR USA, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By:
Don Gonzalez, P.A.
9050 Pines Blvd. Ste 450
Pembroke Pines FL 33024
(954) 432-1699

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ARTICLE VI

ADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 9050 Pines Blvd., Suite 450-F, Pembroke Pines, FL 33024. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director; however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and the initial corporate officers is:

Office	Name	Address
President	Oswaldo Toro	9050 Pines Blvd., Suite 450-F Pembroke Pines, FL 33024
Vice President	Maria C. Alamo Ramos	9050 Pines Blvd., Suite 450F Pembroke Pines, FL 33024

ARTICLE IX

SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock that he agrees to take and the value of the consideration therefore is:

Name	Address	Shares	Consideration
Inversiones Tor-Fer, C.A. (A Venezuelan Company)	C/O Don Gonzalez, F.A. 9050 Pines Blvd., Suite 450-F Pembroke Pines, FL 33024	\$100.00	100%

ARTICLE X

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation made.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

That INVERSIONES TOR 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 the City of Pembroke Pines, the County of Broward, State of Florida, hereby designates Don Gonzalez, Esquire, as registered agent, to accept services within the State. The registered office of the corporation shall be 9050 Pines Blvd., Suite 450-F, Pembroke Pines, FL 33024.

ARTICLE XII

INCORPORATOR

The name and street address of the incorporator is:

NAME	ADDRESS
Don Gonzalez, Esq.	9050 Pines Blvd. Suite 450-F Pembroke Pines, FL 33024

WITNESS the hand and seal of the incorporator in Broward County, State of Florida, this 17th day of August 2001.


Don Gonzalez, Esq.

STATE OF FLORIDA)
) S.S.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that Don Gonzalez who is personally known to me/who presented the following identification _____, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and seal at, Broward County, Florida this 17th day of August 2001.



Notary Public

 Corin Valerio
My Commission CC057287
Expires Jan 22, 2003

My Commission Expires

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

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

FIRST: That Inversiones Tor USA, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Pembroke Pines, State of Florida, has named Don Gonzalez, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Don Gonzalez, Esquire

Date: Aug. 17, 2001

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TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Inversiones Tor USA, INC.
2. The name and address of the registered agent and office is:

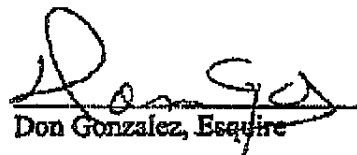
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Suite 450-F
Pembroke Pines, Florida 33024

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Don Gonzalez, Esquire

Date: AUG 17, 2001

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.


Don Gonzalez, Esquire

Date: AUG 17, 2001

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