

Charter Number On

ONLY

JCB Enterprises U.S.A., Inc.

20201 N.E. 20th Court #325

Aventura, Fl. 33180

#4888B

CORPORATION(S) NAME

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-10/15/01--01002--007
*****78.75 *****78.75

J.C. VENTURES U.S.A., INC.



Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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DIVISION OF CORPORATION

Name	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
J.C.V ENTERPRISES U.S.A., INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is: J.C.V ENTERPRISES U.S.A., INC.

ARTICLE II

Principal Office and Mailing Address

The street address of the initial principal office and mailing address of this corporation shall be: 20201 N.E. 29th Court, Suite 325, Aventura, Florida 33180.

ARTICLE III

Duration and Beginning of Corporate Existence

The corporation shall exist perpetually. The date when the corporate existence of the this corporation shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE IV

Nature of the Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the Laws of the United States of America and of the State of Florida.

ARTICLE V

Capital Stock

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is:

100 shares of common stock having a par value of \$1.00 per share.

Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE VI

Initial Registered Agent and Registered Office

The initial registered agent of this corporation is: Andres F. Casais-Vega. The street address of the initial registered office of this corporation is: 20201 N.E. 29th Court #325, Aventura, Florida 33180.

ARTICLE VII

Initial Board of Directors

The corporation shall have One (1) Director. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the By-laws of the corporation. The name and street address of the initial director is:

Andres F. Casais-Vega, P, V, T, and S.
20201 N.E. 29th Court
Suite 325
Aventura, Florida 33180.

ARTICLE VIII

Incorporator

The name and address of the incorporator of this corporation are: Andres F. Casais-Vega, 20201 N.E. 29th Court, Suite 325, Aventura, Florida 33180.

ARTICLE IX

By-laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of October, 2001.

By: 

Andres F. Casais-Vega
Incorporator

CERTIFICATE OF REGISTERED AGENT OF

J.C.V ENTERPRISES U.S.A, INC.

Pursuant to Sections 48.091, 607.0501, and 607.0505 of the Statutes of the State of Florida, the following is submitted, in compliance therewith:

J.C.V. ENTERPRISES U.S.A., INC. with its principal address: 20201 N.E. 29th Court, Suite, Aventura, Florida 33180, desiring to organize under the Laws of the State of Florida hereby designates: Andres F. Casais-Vega as its Registered Agent to accept service of process within the State of Florida. The address of the Registered agent shall be: 20201 N.E. 29th Court, Suite 325, Aventura, Florida 33180.

ACKNOWLEDGEMENT

Having been named 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 and accept the obligations of my position as registered agent.

Dated this 11th Day of October, 2001.

By: _____

Andres F. Casais-Vega
Registered Agent

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01 OCT 15 PM 12:05
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TALLAHASSEE FLORIDA