

TRANSMITTAL LETTER

P 01000101445

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Alma U.S.A. INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300004641693--8
-10/18/01--01048--014
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Alfredo Gonzalez
Name (Printed or typed)

5940 SW 147 CT.
Address

Miami, Florida, 33193
City, State & Zip

305-382-9558
Daytime Telephone number

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 18 AM 10:26

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
ALMA USA, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 18 AM 10:26

I, the undersigned, hereby make, subscribe and acknowledge this Certificate of Incorporation for becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be **ALMA USA, INC.** and its existence shall be perpetual.

ARTICLE II

The general nature of the business to be transacted shall be to invest in property of any kind, to manufacture; import and/or export property of any kind, operate businesses; to purchase and to otherwise, acquire, and to own mortgages, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all States, districts, territories, countries or colonies.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporation formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE III

The maximum number of shares of stock which the corporation shall have outstanding at any time shall be **(100) one hundred**, common stock no **par value**. All or any part of the capital stock may be paid for, either in lawful monies of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE IV

The principal office address of the corporation shall be located at:

5940 S.W 147 CT, MIAMI, FLORIDA 33193

Other offices for transaction of business may be located wherever the Director may deem necessary or expedient.

ARTICLE V

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one, not more than five.

ARTICLE VI

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse such each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE VII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be acted or invalidated by the fact that any of the

directors of the corporation are pecuniary or otherwise interested in, or are directors, or officers, or such other corporation. Any director individual or any firm of which any director may be a member, may be a party to, or may be pecuniarly or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall, be taken, and any director of the corporation who is so interested may be enounced in determining the existence of a group at any meeting of the board of Directors, of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII

The names and post office addresses of the members of the First Board of Directors and officers who hold office for the first year of existence of the corporation or until their successor are elected or appointed and have qualified, are as follow:

BOARD OF DIRECTORS

ALFREDO GONZALEZ

5940 S.W 147 CT, MIAMI, FL 33193

OFFICERS

ALFREDO GONZALEZ, Pres.

5940 S.W 147 CT, MIAMI, FL 33193

MAGDELINE MENACHO, Sec./Tres.

5940 S.W 147 CT, MIAMI, FL 33193

ARTICLE IX

The names and post office addresses of each of the subscribers to these Articles of Incorporation are as follow:

<u>Name</u>	<u>Address</u>
Alfredo Gonzalez	5940 S.W 147 Ct, Miami, FL 33193
Magdeline Menacho	5940 S.W 147 Ct, Miami, FL 33193

ARTICLE X

The Corporation shall have full power to carry on and transact each of all of the businesses enumerated in the above articles of incorporation, and shall have all the general and additional powers now and hereafter conferred upon its by laws.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a stockholder's meeting by the majority of the stock entitled to vote thereon.

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE XII

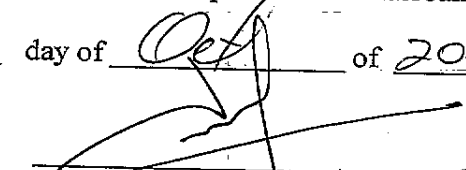
The register agent for service of process in the State of Florida, and its registered office shall be:

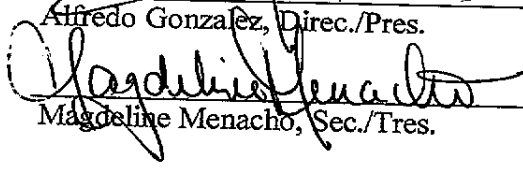
Magdeline Menacho 5940 S.W 147 Ct, Miami, Fl 33193

ARTICLE XIII

The shareholders may at their sole discretion, repeal, alter or amend the By Laws of this Corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporates have hereunto set their hands and affixes their seals on this 15 day of Oct of 2001.



Alfredo Gonzalez, Direc./Pres.


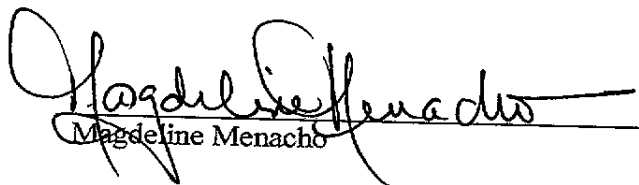
Magdelina Menacho, Sec./Tres.

ACKNOWLEDGEMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of

ALMA USA, INC.

To accept service of process, hereby accepts such designation.




Magdelina Menacho

STATE OF FLORIDA)
)
COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared: **Alfredo Gonzalez** to me well known and to me to be the person described in, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, said county and state, this 15 day of Oct, of 2001.

Della Rivas
Notary Public State of Florida
At large

 Della Rivas
My Commission CC813353
Expires March 1, 2003

My Commission Expires:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 18 AM 10:26