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FLORIDA PROFIT CORPORATION OR P.A.

CORPORATE DISTRIBUTORS OF USA & THE AMERICAS, CORP.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 19, 2001

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SUBJECT: CORPORATE DISTRIBUTORS OF USA & THE AMERICAS, CORP.
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
CORPORATE DISTRIBUTORS OF USA & THE AMERICAS, Corp.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I—NAME

The name of the corporation shall be:

CORPORATE DISTRIBUTORS OF USA & THE AMERICAS, Corp.

ARTICLE II—DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III—PRINCIPAL OFFICE

The principal place of business and mailing address:

3950 S.W. 4th Street
Miami, Florida 33134

ARTICLE IV—CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of common stock, each at One Dollar and No/100 (\$1.00) par value.

ARTICLE V—INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Beatriz Guerra Faraldo
3950 S.W. 4th Street
Miami, Florida 33134

ARTICLE VI—INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased

This instrument prepared by:
Beatriz Guerra Faraldo
3950 S.W. 4th Street
Miami, Florida 33134

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Articles of Incorporation
Corporate Distributors of USA & the Americas, Corp.
Page 2

or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Name:	Address:
BEATRIZ GUERRA FARALDO	3950 S.W. 4th Street Miami, Florida 33134

ARTICLE VII--OFFICERS

The initial corporate officers shall be:

Name:	Address:
BEATRIZ GUERRA FARALDO (President)	3950 S.W. 4th Street Miami, Florida 33134

ARTICLE VIII--INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

**Beatriz Guerra Faraldo
3950 S.W. 4th Street
Miami, Florida 33134**

This instrument prepared by:
**Beatriz Guerra Faraldo
3950 S.W. 4th Street
Miami, Florida 33134**

H 01000115295

Articles of Incorporation
Corporate Distributors of USA & the Americas, Corp.
Page 3

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ARTICLE IX--BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either of the stockholders or the Board of Directors.

ARTICLES X--INDEMNIFICATION

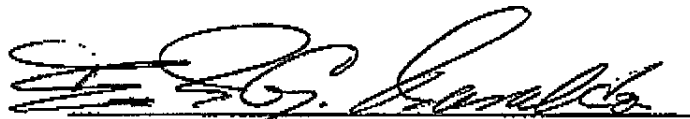
The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI--PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII--AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act. The undersigned has executed these Articles of Incorporation this 16th day of August, 2001.



Beatriz Guerra Faraldo
Incorporator / Registered Agent

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Beatriz Guerra Faraldo whose address is 3950 S.W. 4th Street, Miami, Florida 33134 hereby accepts the designation as registered agent for **CORPORATE DISTRIBUTORS OF USA & THE AMERICAS, Corp.**

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