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

1. NECAL, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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| <input checked="" type="checkbox"/> | Profit |
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| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input checked="" type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input checked="" type="checkbox"/> | Change of Registered Agent |
| <input checked="" type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" 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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Examiner's Initials

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ARTICLES OF INCORPORATION OF NECAL, INC.

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

ARTICLE I - NAME

The name of this corporation is NECAL, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The initial address of the principal office of this Corporation is 11293 NW 46 Lane, Miami, Florida 33178 and the initial mailing address of this Corporation shall be 11293 NW 46 Lane, Miami, Florida 33178.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The primary purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and of the state of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to issue is: 1000 (one thousand) and shall have no designated par value. Initial shares will be distributed in the

following manner:

| | |
|------------------------------|-------------------|
| Necal S.A de C.V. | 55% of all shares |
| Herminio Arozqueta Rodriguez | 15% of all shares |
| Herminio Arozqueta Aboumrad | 15% of all shares |
| Diana Arozqueta Aboumrad | 15% of all shares |

Notwithstanding, anything in these Articles of Incorporation, this Corporation is authorized to issue only one class of stock and such stock shall be designated as common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is David Estrella, Esq., 3191 Coral Way, Suite 403, Miami, FL 33145, upon whom process in any action or proceeding against this Corporation may be served.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial Director on the initial Board of Directors of this Corporation.

The initial Director on the initial Board of Directors shall remain on the initial Board of Directors until the first election of the Board of Directors to be held in the manner and at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time. The number of directors may be increased or decreased from time to time on accordance with the bylaws adopted by this Corporation as amended from time to time. Notwithstanding

anything in these Articles of Incorporation, the number of Directors on the Board of Directors shall never be less than one (1). The names of the initial Directors on the initial Board of Directors of this Corporation are:

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|------------------------------|--------------|---|
| Herminio Arozqueta Rodriguez | Director | Paseo de Lomas Altas #234 Col. Lomas Altas Mexico City 11950 |
| Herminio Arozqueta Aboumrad | Director | Paseo de Lomas Altas #234 Col. Lomas Altas Mexico City 11950 |
| Diana Arozqueta Aboumrad | Director | 11293 NW 46 Lane Miami, FL 33178 |
| Roberto Guerra | Director | Camino Real al Ajusco #31 Col. Ampliacion Tepepan Mexico City 16029 |

ARTICLE VIII - OFFICERS

This Corporation shall have three initial officers and these offices shall be filled, as follows, until the first election of Officers to be held at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time:

| | |
|------------------------|------------------------------|
| <u>President:</u> | Herminio Arozqueta Rodriguez |
| <u>Vice-president:</u> | Herminio Arozqueta Aboumrad |
| <u>Secretary:</u> | Diana Arozqueta Aboumrad |

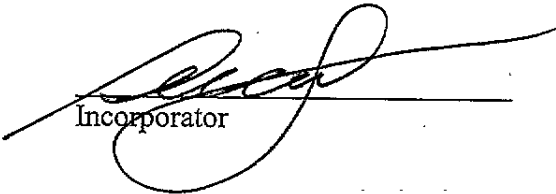
Additional offices may be created in accordance with the bylaws.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, to the full extent permitted by the law.

ARTICLE X - INCORPORATOR

In order to incorporate this Corporation and in order to effectuate the governance in accordance with these Articles of Incorporation, the undersigned incorporators acknowledge the above provisions with their respective signatures:


Incorporator

WRITTEN ACKNOWLEDGEMENT OF REGISTERED AGENT

I, David Estrella, Esquire, as the initial registered agent of this Corporation designated under Article VI of these Articles of Incorporation hereby acknowledge my duties as such registered agent and state that I am familiar with the laws of Florida Business Corporation Act.


Registered Agent

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