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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**G.M. & ASSOCIATES USA, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION OF

G. M. & Associates USA, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation

Article I- Name

The name of the corporation shall be: G. M. & Associates USA, Inc.

The address of the corporation shall be: 8012 NW 29 Street, Ste. 203-E, Miami, Florida 33122-1077

Article II - Nature of Business

This corporation may engage or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

Article III - Capital Stock

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 500 shares of Common Stock, par value of 1.00

Article IV - Term of Existence

This Corporation is to exist perpetually.

Article V - Officers and Directors

The name and street address of the initial officer and director, in any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected:

Guillermo Mazzone
8012 NW 29 Street, Ste. 203-E
Miami, Florida 33122-1077

Andrea Jaime Irigoyen
8012 NW 29 Street, Ste. 203-E
Miami, Florida 33122-1077

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Prepared by: Papelco International, Inc.
8012 NW 29 St., Ste. 103, Miami, FL 33122-1077
(305) 486-1397 Fax (305) 486-1398
Email address: papelco@bellsouth.net

Article VI – Incorporator (s)

The name and street address of the incorporator (s) to this articles of incorporation is (are)

Guillermo Mazzone
8012 NW 29 Street, Ste. 203-E,
Miami, Florida 33122-1077

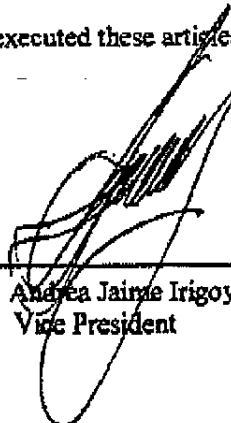
Andrea Jaime Irigoyen
8012 NW 29 Street, Ste. 203-E
Miami, Florida 33122-1077

In Witness Whereof, the undersigned incorporator (s) has (have) executed these articles of incorporation this Tuesday, March 19, 2002.

Incorporator (s) Signature (s)



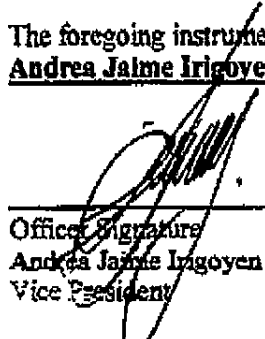
By: Guillermo Mazzone
President



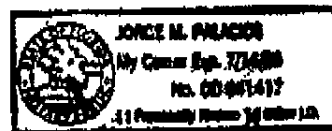
Andrea Jaime Irigoyen
Vice President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged and sworn to before me this Monday, March 25, 2002 by Andrea Jaime Irigoyen, Vice President of G. M. & Associates USA, Inc.



Notary Public
Andrea Jaime Irigoyen
Vice President

Notary Public
My commission expires 07/14/05

Prepared by: Papete International, Inc.
8012 NW 29 St., Ste. 103, Miami, FL 33122-1077
(305) 446-1397 Fax (305) 406-1398
Email address: papete@bellsouth.net

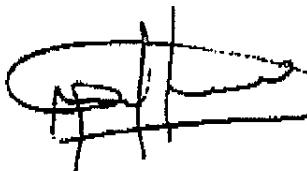
CERTIFICATION OF DESIGNATION REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statute, 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: G. M. & Associates USA, Inc.
2. The name and address of the Registered agent and office is:

Guillermo Mazzoni
8012 NW 29 Street, Ste. 203-E

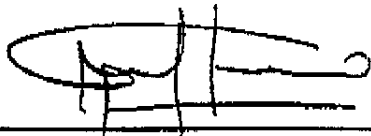
Miami, Florida 33122-1077



Signature of Corporate Officer
President
Guillermo Mazzoni

Date: March 25, 2002

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 AND I ACCEPT THE DUREIS AND OBLICATIONS OF SECTION 607.325 FLORIDA STATUTES.



Signature of Registered Agent

BY: 
Andrea Jaime Irigoyen
Vice-President

Dated: March 25, 2002

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Prepared by: Papaleo International, Inc.
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