

Charter Number Only

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Requestor's Name
 55 University Drive.
 Address
 C. Gables FL 33134
 City State ZIP Phone

(305) 589-6166

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 *****78.75 *****78.75

CORPORATION(S) NAME

Ecuacorp, Inc.

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

02 MAY -3 AM 11:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED



Empire Toll Free: 1-800-432-3028

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

RECEIVED
 02 MAY -3 AM 9:11
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ECUACORP, INC.

FILED
02 MAY -3 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be **ECUACORP, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is import and export and sale of merchandise, and any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, 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 except that it is not to conduct a banking safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

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 franchise, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is five hundred (500) shares at One (\$1.00) Dollar par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the principal office of this corporation is 8407 N.W. 70th Street, Miami, Fl 33166. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have no less than two (2) directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Alfredo Luna and Ana Leticia Ordonez de Luna, Diego de Almagro 1822 y Alpallana, Quito, Ecuador.

The initial Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

REGISTERED AGENT

The initial designation of the registered office of this corporation shall be 255 University Drive, Coral Gables, Fl 33134, and the registered Agent shall be EMILIO C. PASTOR, ESQ.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provisions of the Act relative to

keeping open said office.

By: Emilio Pastor
Registered Agent

STATE OF FLORIDA)

COUNTY OF DADE)

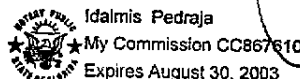
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared, EMILIO PASTOR, to me known to be the person described as Registered Agent, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and seal, in the County and States named above, this 24 day of April, 2002.

Idalmis Pedraja
Notary Public, State of Florida

My commission expires:

ARTICLE IX




INCORPORATOR

The names and post office addresses of the Incorporators executing these Articles of Incorporation are as follows:

<u>Incorporator</u>	<u>Address</u>
Alfredo Luna and Ana Leticia Ordonez de Luna	Diego de Almagro 1822 y Alpallana Quito, Ecuador

THE UNDERSIGNED Incorporators, for the purpose of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby

declaring and certifying that the facts stated are true.


ALFREDO LUNA


ANA LETICIA ORDONEZ DE LUNA

AMENDMENT

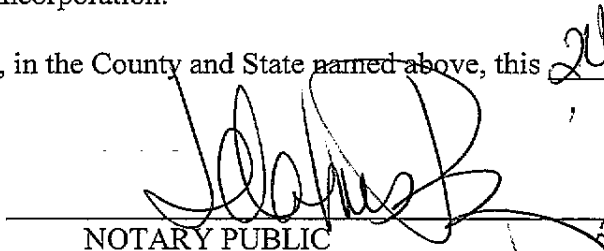
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

STATE OF FLORIDA)

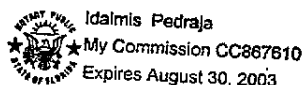
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared, Alfredo Luna and Ana Leticia Ordonez de Luna, to be the persons described as incorporators and subscribers herein, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal, in the County and State named above, this 24 day of April, 2002.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



FILED
02 MAY -3 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA