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ARTICLES OF INCORPORATION

OF

Consolideudas USA II, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

Consolideudas USA II, Inc.

ARTICLE II: NATURE OF BUSINESS

The principal place of business of this corporation shall be:

1175 NE 125th Street Suite 310 North Miami, FL 33161

This corporation may engage in or transact any or all lawful activities or 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 one hundred shares at one-dollar par value.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: OFFICERS DIRECTORS

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

DIRECTORS

Juan F Torne 321 NE 175th Street North Miami, FL 33162

Diego Alejandro Sarasti 3720 Inverrary Drive No. 1I Lauderhill FL 33319

> Prepared By: Maria A. Fernandez 330 West 10th Street No. 2 Hialeah FL 33010 (305) 883-8274

Articles of Incorporation - Page No. 1 of 3

DIVISION OF CORPORATIONS

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ARTICLE VI: INCORPORATOR (S)

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

Juan F Torne 321 NE 175th Street North Miami, FL 33162

Diego Alejandro Sarasti 3720 Inverrary Drive No. 1I Lauderhill FL 33319

The undersigned has (have) executed these Article of Incorporation this September 23rd, 2002.

Juan Torne

Diego Alejandro Sarasti

Prepared By: Maria A. Fernandez 330 West 10th Street No. 2 Hialeah FL 33010 (305) 883-8274

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the Undersigned Corporation organized 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:

Consolideudas USA II, Inc.

2.	The name and addres	of the reg	istered agent	and office is	ς:

Diego Alejandro Sarasti 3720 Inverrary Drive No. 11 Lauderhill FL 33319

Signature

Title

Date

Diecoloe

09.23.02

SECHETARY OF SIAND DIVISION OF CORPORAÇION OF CORPORACION OF CORPO

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOITMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISSIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Signature

Date

<u>09.23.02</u>

Prepared By: Maria A. Fernandez 330 West 10th Street No. 2 Hialeah FL 33010 (305) 883-8274