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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

HENFRED INTERNATIONAL CORPORATION

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ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I (NAME)

THE NAME OF THE CORPORATION SHALL BE:

HENFRED INTERNATIONAL CORPORATION

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

1827 S.W. 94 AVENUE
MIRAMAR, FLORIDA 33025

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

100@50.01 PER SHARE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS:

ERENIA TRUJILLO
1827 SW 94 AVENUE
MIRAMAR, FLORIDA 33025

MARITZA REGALADO ESQ.
BAR # 936944
2742 SW 8 STREET SUITE 202
MIAMI, FLORIDA 33135

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TALLAHASSEE, FLORIDA

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ARTICLE V INCORPORATOR(S)

THE NAME AND STREET ADDRESSES OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION IS (ARE):

HENRY ANTONIO LEON PEREZ
1827 SW 94 AVENUE
MIRAMAR, FLORIDA 33025

GRACIELA COROMOTO CASTILLO DE LEON
1827 SW 94 AVENUE
MIRAMAR, FLORIDA 33025

HENFRED C.A.
CALLE ANZOATEGUI C/C NAVAS SPINOLA
RESIDENCIA AQUARIO PLANTA BAJA LOCAL A.
VALENCIA, CARABOBO VENEZUELA

ARTICLE VI DIRECTOR(S)

PRESIDENT: HENRY LEON

V. PRESIDENT: GRACIELA COROMOTO CASTILLO DE LEON

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS

THIS 17TH DAY OF OCTOBER OF THE YEAR 2002



INCORPORATOR
HENRY LEON

MARITZA REGALADO ESQ.
BAR # 936944
2742 SW 8 STREET SUITE 202
MIAMI, FLORIDA 33135

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

HENFRED INTERNATIONAL CORPORATION.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE

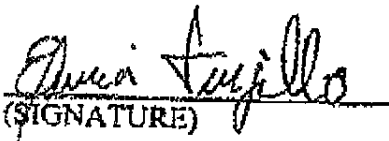
ERENIA TRUJILLO
1827 SW 94 AVENUE
MIRAMAR, FLORIDA 33025

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


(SIGNATURE)

10-17-02
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA

MARITZA REGALADO ESQ.
BAR # 936944
2742 SW 8 STREET SUITE 202
MIAMI, FLORIDA 33135

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