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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

1. CERA DE SOYA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input 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

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

CERA DE SOYA, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is "To engage in lawful business activity for which the corporation may be incorporated under the Florida General Corporation Act.

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ARTICLE IV

The aggregate number of shares which the corporation is authorized to issued is 100. Such shares shall be of a single class (capital stock), shall be \$1.00 per share par value, and shall be known as Section 1244 Stock, such stock term is defined in the Internal Revenue Code.

ARTICLE V

The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of the State of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be at least One Hundred Dollars (\$100.00).

One Hundred shares issued and outstanding.

ARTICLE VII

The principal street address and the initial registered office of the corporation is:

7371 N.W. 54th St

Miami, FL 33166

The initial Register Agent at such address is:

James Stentz

ARTICLE VIII

The number of Directors constituting the initial Board of Director of the corporation is Three (3). The name and address of this person(s) who are to serve as members of the initial Board of Directors are:

Michael Richards	7371 NW 54 St
	Miami, FL 33166

Guillermo Urbina	7371 NW 54 St
	Miami, FL 33166

James Stentz	7371 NW 54 St
	Miami, FL 33166

ARTICLE IX

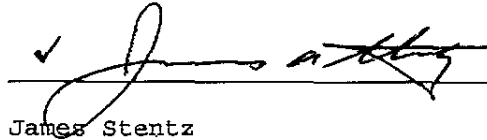
The names and addresses of each Incorporator of these Articles of In_ corporation is/are as follows:

Michael Richards	7371 NW 54 St	33 1/3%
	Miami, FL 33166	
Guillermo Urbina	7371 NW 54 St	33 1/3%
	Miami, FL 33166	
James Stentz	7371 NW 54 St	33 1/3%
	Maimi, FL 33166	

ARTICLE X

The corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Miami, Dade County, Florida this 15th day of October, 2002.

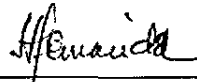
✓  (SEAL)
James Stentz

STATE OF FLORIDA

COUNTY OF DADE

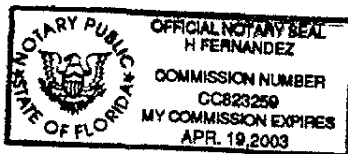
BEFORE ME, the undersigned authority, personally appeared James Stentz , to me known to be the person(s) described in the foregoing Articles of Incorporation, and he signed the same for the purposes therein set forth.

WITNESS my hand and official seal this 15th day of October, 2002.



Notary Public

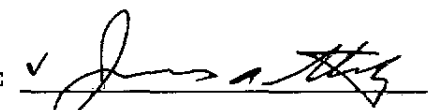
My commission expires:



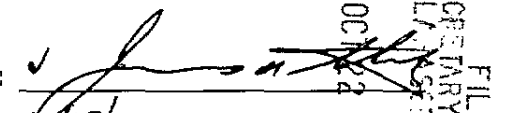
Certificate designating place of business or domicile for the services of process within Florida, naming agent upon who process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that CERA DE SOYA, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 7371 N.W. 54th Street, Miami, Florida 33166 has named James Stentz of 7371 N.W. 54th Street, Miami, Florida 33166, as its agent to accept service of process within Florida.

SIGNATURE ✓ 
TITLE ✓ Controller
DATE 10/15/02

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.

SIGNATURE ✓ 
DATE 10/15/02

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