

P02000115581

(Requestor's Name)

JOSEPH M. FILLOY

CERTIFIED PUBLIC ACCOUNTANT, P.A.

NEW WORLD TOWER - SUITE 700

100 NORTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33132

(City/State/Zip/Phone #)

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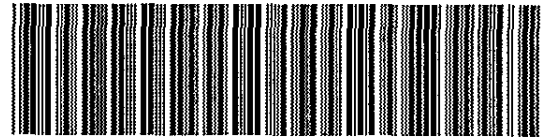
(Business Entity Name)

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ARTICLES OF INCORPORATION OF
IMELDA USA, INC.

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ARTICLE I - NAME

The name of this Corporation is IMELDA USA, INC.

ARTICLE II - PURPOSE

This Corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the office of this corporation is 100 N. Biscayne Blvd, Suite 700, Miami, Florida 33132. The name of the initial Registered Agent of this corporation is, Ricardo Puggina, mailing address is 100 N. Biscayne Blvd, Suite 700, Miami, Florida 33132.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may either increase or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation is:

Ricardo Puggina



ARTICLE VII - INCORPORATOR

The name and address of the person signing this articles is:

Ricardo Puggina
100 N. Biscayne Blvd, Suite 700
Miami, Florida 33132

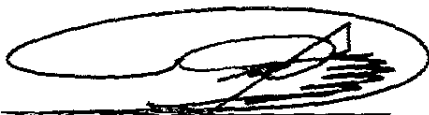
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation on October 22, 2002.



Ricardo Puggina
Incorporator

STATE OF FLORIDA)

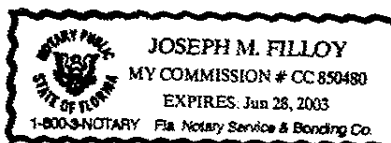
(
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Ricardo Puggina, who is personally known to me, to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 22 of October of 2002.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



WITNESSETH:

That IMELDA USA, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed Ricardo Puggina, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of IMELDA USA, INC. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 22 of October 2002.

A handwritten signature in dark ink, enclosed within an oval-shaped stamp or seal.

Ricardo Puggina, Registered Agent

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