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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 634-3694

Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

international cotton resources, corp.

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SEAL OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF:

INTERNATIONAL COTTON RESOURCES, CORP.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following amended Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

INTERNATIONAL COTTON RESOURCES, CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

***2936 NW 51ST TERRACE
MARGATE, FL 33063***

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

One Thousand (1000)

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is:

***GUSTAVO ESPINOSA
2936 NW 51ST TERRACE
MARGATE, FL 33063***

***Prepared by:
Firmo Maldonado c/o Hitach-Tax
254 N. State Road 7
Margate, FL 33063
Phone (954) 344-3535***

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ARTICLE V - INCORPORATOR (S)

The name and address of the incorporator to these articles of incorporation is:

**GUSTAVO ESPINOSA
2936 NW 51ST TERRACE
MARGATE, FL 33063**

**URSULA MARTINEZ
2936 NW 51ST TERRACE
MARGATE, FL 33063**

The undersigned has executed these Articles of Incorporation this 8th day of November, 2002.



GUSTAVO ESPINOSA/President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
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/registered agent, in the State of Florida.

1. *The Name of the corporation is:*

INTERNATIONAL COTTON RESOURCES, CORP.

2. *The name and address of the registered agent and office is:*

**GUSTAVO ESPINOSA
2936 NW 51ST TERRACE
MARGATE, FL 33063**

***I hereby am familiar with and accept the duties and responsibilities as
Registered Agent.***

Signature: _____



Date: November 8th, 2002

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at for the above stated corporation at the place designated in these Articles of Incorporation, 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: _____



Date: November 8th, 2002

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