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R SUAREZ ACCOUNTANT

PAGE

Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : RODOLFO J. SUAREZ, INC.
Account Number : I19990000270
Phone : (305)718-4400
Fax Number : (305)718-4408

STATE OF FLORIDA
TALLAHASSEE

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FLORIDA PROFIT CORPORATION OR P.A.

USA-PERU ASSOCIATES SERVICE, CORP.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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Articles of Incorporation

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

USA-PERU ASSOCIATES SERVICE, CORP.

ARTICLE I. Name.

The name of the Corporation is **USA-PERU ASSOCIATES SERVICE, CORP.**

ARTICLE II. Principal Office and Registered Agent.

The initial street address of the principal office of the corporation, in the State of Florida is:

7625 ALHAMBRA BLVD. MIRAMAR, FLORIDA 33023

The board of directors may, from time to time, move the principal office to any other address. The name of its registered agent at such address is Andrea Rodriguez.

ARTICLE III. Nature of Business.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida or any other state, country, territory or nation.

ARTICLE IV. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is One Thousand Shares of common stock at one dollar par value.

ARTICLE V. Officers Directors.

The names and mailing address of the initial officers and directors of this corporation are:

President: Andrea Rodriguez
7625 Alhambra Blvd.
Miramar, Florida 33023

Vice-President: Carlos Tanite
7625 Alhambra Blvd.
Miramar, Florida 33023

ARTICLE VI. Existence.

The Corporation is to have perpetual existence.

ARTICLE VII. INCORPORATOR

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

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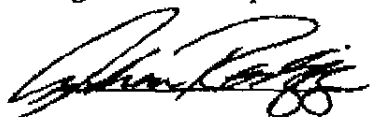
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Andrea Rodriguez
7625 Alhambra Blvd.
Miramar, Florida 33023

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this October 11, 2002.

Signature of incorporator



ARTICLE VIII. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

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(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

- (i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit's the following statement in designation the registered office/registered agent, in the State of Florida.

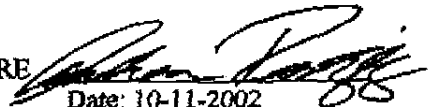
1. The name of the corporation:

USA-PERU ASSOCIATES SERVICE, CORP.

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

Andrea Rodriguez
7625 Alhambra Blvd.
Miramar, Florida 33023

SIGNATURE


Date: 10-11-2002

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
NAMED CORPORATION, AT THE PLACE DESIGNATED AT THE PLACE
DESIGNATED IN THE ARTICLES OF INCORPORATION AND 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


10/11/02

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CLERK OF STATE
TALLAHASSEE FLORIDA

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