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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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TALLAHASSEE, FLORIDA
02 DEC -9 AM 6:47

FLORIDA PROFIT CORPORATION OR P.A.

P I H C, CORPORATION

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 5, 2002

FAS-T- CORP. AGENTS

SUBJECT: P I H C, CORPORATION **OR** PIEC S.A. CORPORATION
REF: W02000034136

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The name of the entity must be identical throughout the document.

SEE R.A. CERTIFICATE !!!!!

An effective date may be added to the Articles of Incorporation if a 2003 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

FAX Aud. #: H02000232728
Letter Number: 602A00064595

34403

ARTICLES OF INCORPORATION
OF

P I H C, CORPORATION

The undersigned Incorporates, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be: P I H C, CORPORATION

ARTICLE II - MAILING ADDRESS, REGISTERED OFFICE AND PRINCIPAL OFFICE

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

c/o 407 Lincoln Rd. ste 11-L
Miami Beach, FL 33139

ARTICLE III - SHARES

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

ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.

The ownership of the shares of stock is as follows:

Name of Stockholder: P I H C S.A., an Uruguayan Corporation

Address of the Stockholder: Blvd Artigas casi Rooshett
Punta del Este
Maldonado
URUGUAY
CP 20.000

Number of Shares: 100.

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ARTICLE IV - STOCKHOLDERS

1. PLACE OF MEETING

Meetings of stockholder(s) shall be held on the principal office of the corporation or at such place within or without the State of Florida, as the board shall authorize.

2. ANNUAL MEETING

The annual meeting of stockholder(s) shall be held on December, as the board shall call.

3. SPECIAL MEETINGS

The board may call special meetings of the stockholder(s) or by the President or at the request of stockholder(s) owning a majority of the stock entitled to vote as such meeting.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Nelson Odella
c/o 407 Lincoln Rd. ste 11-L
Miami Beach, Florida 33139

ARTICLE VI – DIRECTORS

The Corporation shall have two directors. Incorporator have appointed:

Javier Alvarez, as Executive – Director

Maria Magdalena Fernandez, as Finance – Director

Julio Javier Franco Zapica , as Operations - Director

The "Executive – Director" manages the business in a daily basis manager, and reports to the Assembly of Stockholder(s), the President, Vice-President and Treasurer of the Corporation.

In case of absence of the Executive -- Director, the Operations – Director or the Finance – Director will take the Executive – Director's position, holding the same duties. Either, the Operations-Director or the Finance-Director are authorized to use the title of "Director".

Finance-Director, represents the corporation and are full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by the Finance-Director.

ARTICLE VII - DESIGNATED OFFICERS

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

PRESIDENT: Mr. JAVIER ALVAREZ
407 Lincoln Rd. ste 11-L
Miami Beach, FL 33139

TREASURY: Mr. JAVIER ALVAREZ
c/o 407 Lincoln Rd. ste-L
Miami Beach, FL 33139

SECRETARY: Mrs. MARIA MAGDALENA FERNANDEZ
c/o 407 Lincoln Rd. ste 11-L
Miami Beach, FL 33139

At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the same name of corporation, and signed by any of them.

ARTICLE VIII: INCORPORATION

The incorporator is

Mr. JAVIER ALVAREZ
C/o 407 Lincoln Rd. Ste 11-L
Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned incorporates has executed these Articles of Incorporation this 2 Days DEC, 2002.

Incorporator

Date: 12 - 02 - 02

**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, submits the following statement in designation the registered office/registered agent, in the State of Florida.

The name of the Corporation is:

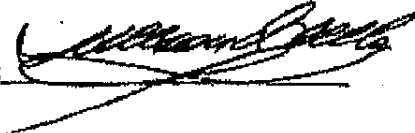
PIHC CORPORATION

The name and address of the registered agent is:

Nelson Odella
c/o 407 Lincoln Rd. ste 11-L
Miami Beach, FL 33139

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 AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Registered Agent:



Date:

12/02/02

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