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(Requestor's Name)

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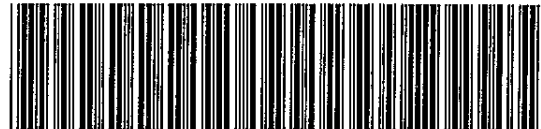
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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December 12, 2002

State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

RE: Incorporation of Arlington International Services, Inc.

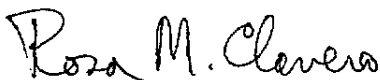
Gentlemen:

We are hereby presenting your department with the necessary documents for the incorporation of the above named company. Enclosed is an original and one copy of the Articles of Incorporation. Please file the original in your offices and return the copy stamped.

Also enclosed is a check in the amount of \$78.50 covering the Filing Fee for Articles of Incorporation.

Your attention to the above matter will be greatly appreciated.

Sincerely,



Rosa María Clavero
POB 2
Jose Marti Station
Miami, FL 33135-0002

305/530-8787

**Articles of Incorporation
of
Arlington International Services, Inc.**

ARTICLE I - NAME OF CORPORATION

The name of the Corporation is: **Arlington International Services, Inc.**

ARTICLE II - DURATION OF THE CORPORATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of import and export of West Indian fruits, beverages, and food products, as well as transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as *Common Shares*. Denny Dail has 1000 shares.

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - CORPORATE ADDRESS AND REGISTERED AGENT

The principal address of this Corporation and the name and address of the initial registered agent is Khatoon Latiff, 11180 West Flagler Street, Sweetwater, FL 33174.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased according to the Bylaws of the Corporation;

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however, there shall never be less than one Director nor more than five. The name, position, and address of the members of the initial Board of Directors of the Corporation are:

Astraf Alli, President / Director, 11180 West Flagler Street, Sweetwater, FL 33174

Ray Ricardo Alli, Vice President / Director, 11180 West Flagler Street, Sweetwater, FL 33174

Roy Alexander Persaud, Treasurer / Director, 11180 West Flagler Street, Sweetwater, FL 33174

Khatoon Latiff, Secretary / Director, 11180 West Flagler Street, Sweetwater, FL 33174

Bibi Latiff, Director, 11180 West Flagler Street, Sweetwater, FL 33174

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Khatoon Latiff, Secretary/Director, 11180 West Flagler Street, Sweetwater, FL 33174

ARTICLE IX - INDEMNIFICATION

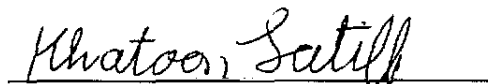
The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the Corporation named above, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Khatoon Latiff, Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 25th day of November 2002.

Khatoon Latiff
Khatoon Latiff, Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Khatoon Latiff, known to be and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 25th day of November 2002.

Eladio Jose Armesto
NOTARY PUBLIC, State of Florida at Large



Eladio Jose Armesto
Commission # CC 999010
Expires Sep. 17, 2004
Bonded Thru
Atlantic Bonding Co., Inc.
My Commission Expires: