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Florida Department of State
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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

03 JAN 17 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

KEMPER USA, CORP.

Certificate of Status	0
Certified Copy	1
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1/17/03

ARTICLES OF INCORPORATION
OF
KEMPER USA, CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

KEMPER USA, CORP.

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

8160 Geneva Ct. #A107
Miami, Fl 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in import, export and commercialization of diverse products or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

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

1,000 SHARES \$ 5.00 PER VALUE

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
Hispan American Services Inc.
1885 W. Flagler St. Suite 11
Miami, FL 33135

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TALLAHASSEE, FLORIDA

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected,

Clara Velia Kemper Epstein
President
301 174 St. Apt. #916
North Miami Beach, Fl 33160

Ileana Laura Barbarosch Kemper
Secretary and Treasurer
Final Calle Vargas Edif. Alba piso 2
Boleita Norte Caracas 1070
Caracas, Venezuela

ARTICLE VI INCORPORATOR(S)

The name(s) and address (es) of the incorporator(s) to these articles of incorporation is (are):

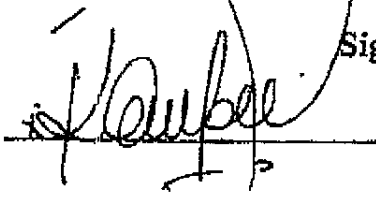
Clara Velia Kemper Epstein (290 shares)
301 174 St. Apt. #916
North Miami Beach, Fl 33160

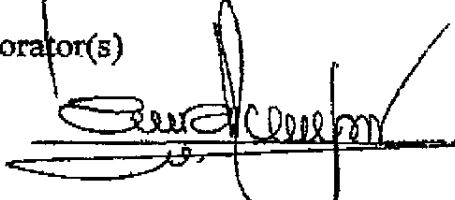
Ileana Laura Barbarosch Kemper (200 shares)
Final Calle Vargas Edif. Alba piso 2
Boleita Norte Caracas 1070
Caracas, Venezuela

Linea K Diseños C.A. (510 Shares)
Final Calle Vargas Edif. Alba piso 2
Boleita Norte Caracas 1070
Caracas, Venezuela

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 15TH day of January, 2003

Signature(s) of Incorporator(s)





CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation.. _____

KEMPER USA, CORP.

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

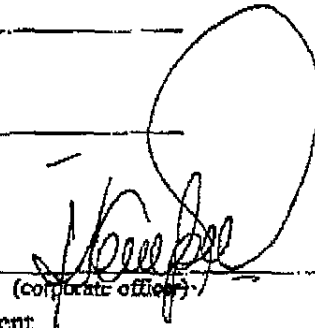
Norberto Spagnuolo

(P.O. BOX NOT ACCEPTABLE)

8160 Geneva Ct. #A107 Miami, Fl 33166

(ADDRESS OFFICE)

SIGNATURE _____



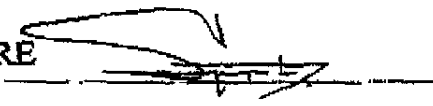
(corporate officer)

TITLE President

DATE 01/15/2003

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.

SIGNATURE _____



DATE 01/15/2003

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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