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LAZARUS CORPORATE FILING SERVICE			
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MIAMI, FLORIDA (305)552-5973			
TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)			
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CORPORATION NAME(s) & DOCUMENT NUMI	BER(S) (if known):		
1. SUDAMERICA SHIPP	PING INC -		
2. (Corporation Name)	(Document #)		
Gorporation Name)	(Document #)		
(Corporation Name)	(Document #)		
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NEW FILINGS AMENDME	ents .		
Profit Amendment			
	Resignation of R.A., Officer/Director		
	Change of Registered Agent Dissolution/Withdrawal		
Other Merger	· · · · · · · · · · · · · · · · · · ·		
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Examiner's Initials

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CERTIFICATE OF INCORPORATION OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

SUDAMERICA SHIPPING INC

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability. right, privileges and immunities of a profit corporation

ARTICLE I-NAME

The name of the corporation shall be:

SUDAMERICA SHIPPING INC.

ARTICLE II - PRINCIPAL OFFICE

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

5661 WASHINGTON ST. HOLLYWOOD, FL. 33023

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under tha laws of the state of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 300 shares of One Dollar (\$ 1.00) par value common stock

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CARLOS ESTUPINAN 5661 WASHINGTON ST.. HOLLYWOOD, FL. 33023

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have THREE directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one(1). The initial directors of this corporation are:

CARLOS	ESTUPINAN	ANTONIO GOLAN	N JA	AIME CASTRO
DIRECTOR		DIRECTOR	DI	IRECTOR

ARTICLE VIII - INCORPORATOR

The name and street of the incorporator to these article is:

CARLOS ESTUPINAN 5661 WASHINGTON ST. HOLLYWOOD, FL. 33023

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officers or directors to the extent permitted by law.

ARTICLE X-BY LAWS

The power to adopt, alter. Amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 28 day of January, 2003.

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED;

That **SUDAMERICA SHIPPING INC.** is desiring to organize under the laws of the state of Florida has appointed CARLOS ESTUPINAN of 5661 WASHINGTON ST. HOLLYWOOD, Fl.. 33023 as its Registered agent to accept service of process within the state.

ACKNOWLEDGMENT;

Having been named by the first Board of Directors of SUDAMERICA SHIPPING INC. 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 agree to comply with the applicable provisions of the state of Florida Statutes, this 28th. Day of January, 2003

REGISTERED AGENT INCORPORATOR