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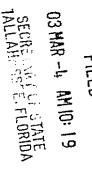
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Examiner's Initials

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation shall be **CARRASCO MARINE CENTER USA, INC.**

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ARTICLE 11 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be **2648 N.W. 112 Avenue, Miami**,

Florida 33172.

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business, and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE IV - STOCKS

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares at \$ 1.00 (one dollar) each par value common stocks.

ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued

initially to the following persons in the amount set opposite

their names:

First Page

Carrasco Marine Center, C.A. Ave. Lisboa 5-01-19-28 California Norte Caracas - Venezuela	300 Shares
Maria Esperanza Carrasco	175 Shares
Oswaldo Gonzalez Castro	25 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially.

The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The names and street address of the initial directors of this corporation are:

Maria Esperanza Carrasco	PRESIDENT
2648 N.W. 112 Ave., Miami, Fl 33172	
Oswaldo Gonzalez Castro	VICE-PRESIDENT
2648 N.W. 112 Ave., Miami, Fl 33172	

ARTICLE VII - PREEMPTIVE RIGHTS

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

Second Page

ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

Third page

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in theses Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE XIV - INCORPORATORS

The names and street address of the incorporator to these Articles of Incorporation are:

Maria Esperanza Carrasco 2648 N.W. 112 Ave. Miami, Florida 33172

Oswaldo Gonzalez Castro 2648 N.W. 112 Ave. Miami, Florida 33172

The undersigned subscriber have executed these Articles of Incorporation this **30 days of January of 2003.**

Signature

PRESIDENT

Signature_

VICE-PRESIDENT

Fourth page

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is **Maria Esperanza Carrasco**.

The street address of the initial registered agent of this corporation is: 2648 N.W. 112 Ave., Miami, Fl. 33172. Having been named to accept service of process for the above stated corporation, at the place designated in this 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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of Florida statutes.

Agent Sign Ma Kyn Mana

Date: January 30 of 2003.

STATE OF FLORIDA COUNTY OF MIAMI-DADE

aforesaid and in the County aforesaid, to
take acknowledgments, personally appeared
Maria Esperanza Carrasco and Oswaldo Gonzalez
Castro to me known to be the person
described in and who executed the same for the
purposes therein expressed.

witness my hand and official seal in the County and State last aforesaid on this 30 days of January of 2003.

NOTARY PUBLIC

State of Florida at Large

My commission expires:

OFFICIAL NOTARY SEAL
MARTIN R LANDA
COMMISSION NUMBER
CC974328
MY COMMISSION EXPIRES
NOV. 9,2004