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From: Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.
KAPELFORD, CORPORATION

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ARTICLES OF INCORPORATION
OF
KAPELFORD, 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: **KAPELFORD, 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: **Kapelford S.A., an Uruguayan Corporation**

Address of the Stockholder: **Roosevelt y Honduras
Maldonado
Uruguay**

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:

Mr. Ivonne Hernandez as Executive – Director

Graciela Robredo, as Finance - Director

The "Executive – Director" manages the business in a daily basis manages, 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: Mrs. Ivonne Hernandez
407 Lincoln Rd. ste 11-L
Miami Beach, FL 33139

TREASURY: Mrs. Graciela Robredo
c/o 407 Lincoln Rd. ste-L
Miami Beach, FL 33139

SECRETARY: Mrs. Maria Angelica Torres Hernandez
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 withdraw therein funds of the corporation. All draft, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

ARTICLE VII: INCORPORATOR

The incorporator is Kapelford SA acting through its agents Mrs. Ivonne Hernandez.

Mrs. Ivonne Hernandez, Agent of Kapelford S.A.
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 10 days of March, 2003.

Date: 3/10/2003

Incorporator

Ivonne Hernandez

**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:

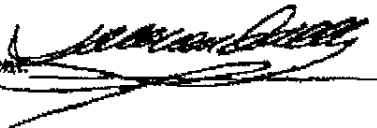
KAELEFORD, CORPORATION

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:

3/11/03

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TALLAHASSEE, FLORIDA

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