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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
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2003 APR 30 AM 8:32
TALLAHASSEE FLORIDA

FLORIDA PROFTT CORPORATION OR P.A.

y&m usa corp.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

STATE
TALLAHASSEE FLORIDA

Y&M USA Corp.

I, the undersigned, being of legal age and a natural person, do hereby acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME & ADDRESS

The name and address of the corporation shall be:

Y&M USA Corp.
1985 NW 88th Court, Suite 201
Miami, FL 33172

ARTICLE II - DURATION

This corporation shall commence its existence upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved, according to the law.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Voting Common

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may either be increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Maria Isabel Vilaboa	10925 NW 59 th Street Miami, FL 33178

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<u>NAME</u>	<u>ADDRESS</u>
Violeta H. De Pernia	10925 NW 59 th Street Miami, FL 33178

ARTICLE VI - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Maria Isabel Vilaboa	10925 NW 59 th Street Miami, FL 33178

ARTICLE VII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this April 30, 2003.


 Maria Isabel Vilaboa
 INCORPORATOR

STATE OF FLORIDA)
) SS
 COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Maria I. Vilaboa, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforementioned this April 30, 2003.




 NOTARY PUBLIC, STATE
 OF FLORIDA AT LARGE.

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That Y&M USA Corp. is qualified to do business under the laws of the State of Florida with its principal office at 1985 NW 88th Court, Suite 201, Miami, FL 33172, and has appointed:

Larry Nones of 1985 NW 88th Court, Suite 201, Miami, Florida 33172, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____


Larry Nones
REGISTERED AGENT

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TALLAHASSEE FLORIDA

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