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Division of Corporations

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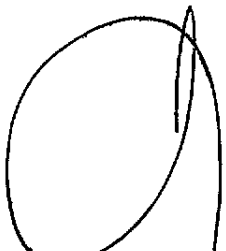
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FLORIDA PROFIT CORPORATION OR P.A.

CARAVANA AMERICA CENTRAL U.S.A., CORP.

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ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I (NAME)

THE NAME OF THE CORPORATION SHALL BE:

CARAVANA AMERICA CENTRAL U.S.A., CORP.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

1209 W. FLAGLER STREET
MIAMI, FLORIDA 33128

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

100@50.01 PER SHARE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS:

OSWALDO A. RODRIGUEZ
1209 W. FLAGLER ST
MIAMI, FL 33128

MARITZA REGALADO ESQ.
BAR # 936944
2742 SW 8 STREET SUITE 202
MIAMI, FLORIDA 33135

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ARTICLE V INCORPORATOR(S)

THE NAME AND STREET ADDRESSES OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION IS (ARE):

OSWALDO A. RODRIGUEZ
1209 W. FLAGLER STR
MIAMI, FL 33128

49 STOCKS

CARAVANA AMERICA CENTRAL S.A.
ROTUNDA SANTO DOMINGO 10 VARAS ABAJO
AL LADO DE TEXACO MANAGUA NICARAGUA 51 STOCKS
(SHAHID NABI KHAN- LEGAL REP.)

ARTICLE VI DIRECTOR(S)

PRESIDENT:

SHAHID NABI KHAN
1209 W. FLAGLER STREET
MIAMI, FLORIDA 33128

V. PRESIDENT:

OSWALDO A. RODRIGUEZ
1209 W. FLAGLER STREET
MIAMI, FLORIDA 33128

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS

THIS 28TH DAY OF JULY 2003



INCORPORATOR
SHAHID NABI KHAN

MARITZA REGALADO ESQ.
BAR # 936944
2742 SW 8 STREET SUITE 202
MIAMI, FLORIDA 33135

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT IN THE STATE OF FLORIDA.

1 THE NAME OF THE CORPORATION IS:

CARAVANA AMERICA CENTRAL U.S.A. CORP.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

OSWALDO A. RODRIGUEZ
1209 W. FLAGLER STREET
MIAMI, FLORIDA 33128

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Oswaldo A. Rodriguez
(SIGNATURE)

7/26/03
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA

MARITZA REGALADO ESQ.
BAR # 936944
2742 SW 8 STREET SUITE 202
MIAMI, FLORIDA 33135

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