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EXPRESS

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Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

KOLOSH AMERICA INC.

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**ARTICLES OF INCORPORATION
OF
KOLOSH AMERICA INC.**

ARTICLE I

NAME

The name of the corporation is Kolosh America Inc.

ARTICLE II

ADDRESS

The mailing address and principal office of the corporation is 2665 S. Bayshore Drive, Suite 703, Miami, FL 33133.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in the distribution services, and transact any and all other lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Albert J. Lazo, Esq.
Richards and Polansky
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IX
OFFICER/DIRECTOR

The Corporation's initial officer and director shall be the following individual:

Director/President

Alvaro Silva
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

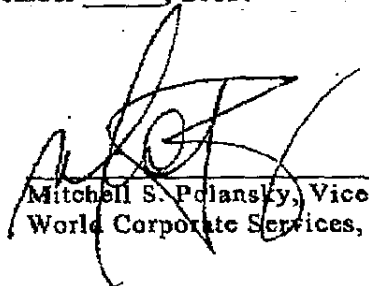
ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:


World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article X of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this September 24, 2003.


Mitchell S. Polansky, Vice President
World Corporate Services, Inc.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this September 24, 2003.


Albert J. Lazo, Incorporator