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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ANDRES Y STA ESPERANZA USA INC.

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**ARTICLE OF INCORPORATION
OF**

ANDRES Y STA ESPERANZA USA INC.

The undersigned incorporates, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the incorporation shall be: ANDRES Y STA ESPERANZA USA INC.

The principal place of business of this corporation shall be:

1410 S.W. 12 AVE. MIAMI, FL. 33129

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

ARTICLE III CAPITOL STOCK

The aggregated number of shares of stock and its value that this corporation is authorized to have out standing at any one time is Five Hundred (500) shares of One Dollar (\$1.00) per value common stock, which shall be designated "Common Shares".

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors (s) is (are) elected, is (are):

JENNIFER ALVAREZ-President
1410 S.W. 12 AVENUE
MIAMI, FL. 33129

GILDA CEDENO-Vice-president
1410 S.W. 12 AVENUE
MIAMI, FL. 33129

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA IMMIGRATION
7300 WEST FLAGLER ST
MIAMI, FL. 33144
TEL 305-260-0214

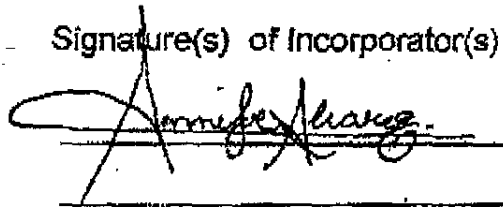
ARTICLES V1 INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this
articles of incorporation is (are):

JENNIFER ALVAREZ-President
1410 S.W. 12 AVENUE
MIAMI, FL 33129

IN WITNESS WHEREOF, the undersigned incorporator (s)
has(have) executed these Articles of incorporation this 02 day of
October, 20 03.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

ANDRES Y STA.ESPERANZA USA INC.

2.The name and address of the registered agent and office is:

JENNIFER ALVAREZ-President

1410 S.W. 12 AVENUE

(P.O. BOX ACCEPTABLE)

MIAMI, FL. 33129

(CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE

PRESIDENT

10-02-03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE

DATE

10-02-03

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