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LAW OFFICES

BECKER & POLIAKOFF, P.A.

2401 West Bay Drive, Suite 414
Largo, Florida 33770-1941
Phone: (727) 559-0588 Fax: (727) 581-4063
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Reply To:
Mark R. Weiner, Esq.
mweiner@becker-poliakoff.com

October 9, 2003

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Certified Mail

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

RE: GARODI USA, Inc.

Dear Sir/ Madam:

Enclosed is an original and a copy of the Articles of Incorporation of **Garodi USA, Inc.**, as well as a firm check in the amount of Seventy Eight Dollars and seventy five cents (\$78.75).

Please be kind enough to expedite this matter, and return the certified copy of the Articles of Incorporation to this office at the above address.

In the meantime, should you have any questions, please do not hesitate to contact this office.

Thank you for your attention to this matter.

Very truly yours,

Mark R. Weiner
For the Firm

MRW:sp

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Glenda E. Hood
Secretary of State

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OFFICE OF STATE
TALLAHASSEE, FLORIDA

October 17, 2003

MARK R. WEINER
2401 W. BAY DR., SUITE 414
LARGO, FL 33770-1941

SUBJECT: GARODI USA, INC.
Ref. Number: W03000030247

We have received your document for GARODI USA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filings Section

Letter Number: 903A00056856

OFFICE OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 OCT 27 PM 12:08

ARTICLES OF INCORPORATION
OF
GARODI USA, INC.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

GARODI USA, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) Purchasing, renovation and selling of homes in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any

of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 2000 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of

America, or property, at a just valuation to be fixed by the stockholders.

ARTICLE FIVE

The beginning capital of this corporation shall be \$2,000.00.

ARTICLE SIX

The corporation shall not have directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

1670 Bay Hill Drive
Oldsmar, FL 34677

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT, SECRETARY: Jorge Luis Gamero Rivera
Ave. Proceres De La Independencia,
2100 San Juan De Lurigancho
Lima, Peru

VICE-PRESIDENT: Roberto Gamero
Ave. Proceres De La Independencia,
2100 San Juan De Lurigancho
Lima, Peru

and TREASURER: Diego Gamero
Ave. Proceres De La Independencia,
2100 San Juan De Lurigancho
Lima, Peru

ARTICLE NINE

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Jorge Luis Gamero Rivera
Ave. Proceres De La Independencia,
2100 San Juan De Lurigancho
Lima, Peru

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Jorge Luis Gamero Rivera
1670 Bay Hill Drive
Oldsmar, FL. 34677


ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed,
and acknowledged these Articles of Incorporation this 3rd day
of October, 2003.


Jorge Luis Gamero Rivera
Ave. Proceres De La Independencia,
2100 San Juan De Lurigancho
Lima, Peru

State of Florida
County of Hillsborough

I HEREBY CERTIFY that on this day before me, a Notary
Public authorized in Florida aforesaid to take acknowledgments,
personally appeared Jorge Luis Gamero Rivera, to me well known to
be the person described in and who executed the foregoing
Articles of Incorporation as subscriber and resident agent
respectively, and he acknowledged before me that he signed the
same and uses and purposes therein set forth.

WITNESS my hand and official seal this 3rd day of
October 2003.



NOTARY PUBLIC

MY COMMISSION EXPIRES: May 27, 2006



S. PAPADOPOULOS
MY COMMISSION # DD 121250
EXPIRES: May 27, 2006
Bonded Thru Budget Notary Services

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, Jose Luis
Gamero Rivera, hereby accept designation as Resident Agent on
this 3rd day of October, 2003.

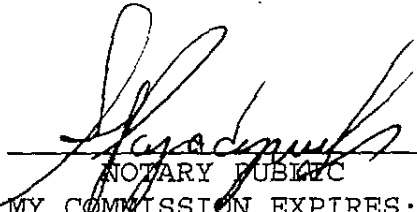

Jorge Luis Gamero Rivera

1670 Bay Hill Dr.
Oldsmar, FL. 34677

State of Florida
County of Hillsborough

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Florida aforesaid to take acknowledgments, personally appeared Jorge Luis Gamero Rivera to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 3rd day of October 2003.


NOTARY PUBLIC
MY COMMISSION EXPIRES: May 27, 2006



S. PAPADOPOULOS
MY COMMISSION # DD 121250
EXPIRES: May 27, 2006
Bonded Thru Budget Notary Services