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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

GREENANDES AMERICA, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
GREENANDES AMERICA, INC.

We the undersigned incorporate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights,—privileges, immunities and liabilities of incorporation for profit and subject to the following provisions

ARTICLE I

The name of the Corporation shall be:
GREENANDES AMERICA, INC.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized with the purpose to engage in the transaction of all kind of Import, Export and Distribution of General Merchandise and any other activities, permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this Corporation shall have authority to issue and have outstanding at anyone time is: 500 Shares at One Dollar.

ARTICLE V

This Corporation shall begin business with no less than Five Hundred Dollars.

ARTICLE VI

The post office address of the principal office of this Corporation shall be:
5441 S.W. 147 Place, Miami, Florida 33185.

ARTICLE VII

The name and address of the initial Registered Office of this Corporation is:
Roberto Woll, 5441 S.W. 147 Place, Miami, Florida 33185.

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ARTICLE VIII

The business of the Corporation shall be managed by a Board of Directors and the number of Directors, no less than one, no more than five and shall be fixed by resolution of the stockholders at regular or special meetings, - subject to the manner of holding such meetings prescribed by the By-Laws.

ARTICLE IX

The name and post office address of the members of the Board of Director who shall serve as members thereof, are as follow:

NAME	OFFICE	ADDRESS
Roberto Woll	President	5441 S.W. 147 Place Miami, Florida 33185.
Roberto Woll Pizarro	Secretary	5441 S.W. 147 Place Miami, Florida 33185.
Lucas D. R. Woll Pizarro	Treasurer	5441 S.W. 147 Place Miami, Florida 33185.

ARTICLE X

Distribution to Incorporators is as follows:

Roberto Woll	300 Shares	\$ 300.00
Roberto Woll Pizarro	100 Shares	\$ 100.00
Lucas D. R. Woll Pizarro	100 Shares	\$ 100.00

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this Corporation, owned by him, first offer such stock to the remaining stockholders of this Corporation and obtaining their refusal to purchase -- same, proceed to sell at the Fair Market Value thereof.

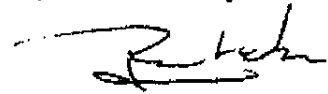
ARTICLE XII

Amendments to the Articles of Incorporation, Merger, Consolidations or Dissolution, shall be approved and submitted to the Stockholders for -- Approval 51% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This Corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the By-Laws.

In Witness thereof, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 25th Day of November 2003.

x 

Roberto Woll - Incorporator

x 

Roberto Woll Pizarro - Incorporator

x 

Lucas D. R. Woll Pizarro - Incorporator

STATE OF FLORIDA)

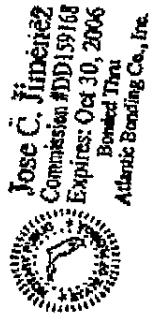
Before me, the undersigned authority duly authorized to administer oath and take acknowledgment, personally appeared :

ROBERTO WOLL, ROBERTO WOLL PIZARRO AND LUCAS D. R. WOLL PIZARRO.

who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed .

IN WITNESS THEREOF, I have hereunto set my hand and official seal, at Miami, said County and State, this 25th Day of November 2003.

Prepared By: *Jose C. Jimenez*
Jose C. Jimenez, B.B.A. (Accountant & Notary Public)
454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125, Tel. 541-4714



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT - REGISTERED OFFICE**

Pursuant to the provisions 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.

The name of the Corporation is: GREENANDES AMERICA, INC.

TOTAL P.06


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The name and address of the Registered Agent and office is : Roberto Woll
5441 S.W. 147 Place, Miami, Florida 33185.


Corporate Officer

Title: Secretary
Date: November 25, 2003.

Having been named to accept service of process for the above stated -
Corporation, at the place designated in this certificate, I hereby agree to
act in this capacity, and further agree, to comply with the provisions of all
statutes relative to the proper and complete performance of my duties and
accept the duties and obligations of Section 607.325, Florida Statutes.


Roberto Woll, Registered Agent, accepting
Office.

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TALLAHASSEE, FLORIDA

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