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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

cynthia usa, inc.

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ARTICLES OF INCORPORATION

OF

CYNTHIA USA, Inc.

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STATE
SECRETARY, FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of the Corporation is CYNTHIA USA, Inc.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time the filing of the Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Manfred Rosenow, Esq.
601 SW. 57th Avenue, Suite B
Miami, Florida 33144
Fla. Bar No. 0831638

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred (100) of voting common stock with \$ 1.00 par value per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any share of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instrument evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 8120 Geneva Court, # 352, Miami, Florida 33166.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 601 SW. 57th Avenue, Suite B. Miami, Florida 33144. The initial registered agent at that address is Manfred Rosenow, Esq.

ARTICLE VIII.

DIRECTOR AND OFFICERS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws.

The name and address of the first board of directors and officers who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME	OFFICE
RAQUEL LOPEZ MELENDEZ 8120 Geneva Court. # 352 Miami, Florida 33166	President/Treasurer
COLON ZAMORA 4843 NW. 97 Court Miami, Florida 33119	Vice-president/Secretary

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: Manfred Rosenow, Esq.
601 SW. 57th Avenue, Suite B, Miami, Florida 33144

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 7th day of June 2004.

LAW FIRM OF MANFRED ROSENOW, P.A.

By: 

Manfred Rosenow, Esq.

TOTAL P.06

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CERTIFICATE OF DESIGNATION

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 AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

CYNTHIA USA, Inc

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

Manfred Rosenow, Esq.
601 SW. 57th Avenue, Suite B
Miami, Florida 33144

SIGNATURE

MANFRED ROSENOW, Esq.

TITLE: INCORPORATOR

DATE: June 7th, 2004

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 OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION 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.

SIGNATURE

MANFRED ROSENOW, Esq.

DATE: June 7th, 2004

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