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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
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

FLORIDA PROFIT CORPORATION OR P.A.

BA-SMITHFIELD DISTRIBUTION CORP.

Certificate of Status	0
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Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

BA-SMITHFIELD DISTRIBUTION CORP.

I, the undersigned, in order to form a corporation under a pursuant to the provisions of the laws of the State of Florida for the purposes hereafter set forth, hereby subscribe to this Certificate of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the proposed corporation shall be:

BA-SMITHFIELD DISTRIBUTION CORP.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be any activity permitted under the laws of the United State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 500 shares at no par value.

**ARTICLE IV
TERM OF EXISTANCE**

This corporation is to exist perpetually.

**ARTICLE V
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this state of the principal office of this corporation is: 10540 NW 26TH ST SUITE 103, MIAMI, FL 33172. The board of directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI
DIRECTORS**

This corporation shall have initially one (1) director. The number of director (s) may increase or diminished from time to time by laws adopted by the stockholders.

**ARTICLE VII
INITIAL DIRECTORS**

The name and address of the member(s) of the first board of director(s) is:

President, Vice-President : MARCELO RODRIGUES
Secretary, Treasurer : 888 BRICKELL KEY DR. # 1507
MIAMI, FL 33131

**ARTICLE VIII
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the incorporator is RAMON LLAURADO.

**ARTICLE IX
REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be 10540 NW 26TH ST SUITE 103, MIAMI, FL 33172. And the registered agent shall be:

RAMON LLAURADO

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designed in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *R. Llaurado*
Registered Agent

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, The undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under that law of the State of Florida this August 9, 2004.


Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the Undersigned Corporation organized under the laws of the State of Florida submits the following statement in designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is **BA-SMITHFIELD
DISTRIBUTICION CORP.**
2. The name and address of the registered agent and office is:

RAMON LLAURADO 10540 NW 26TH ST. SUITE 103, MIAMI, FL 33172.

SIGNATURE
TITLE



Incorporator

DATE: August 9, 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 AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. THE FURTHER AGREED TO APPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE August 9, 2004

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