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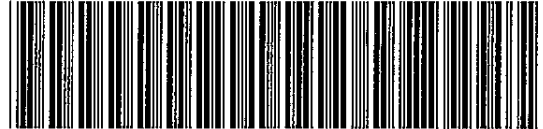
(Business Entity Name)

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OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PALMETTO BAY USA, CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
PALMETTO BAY USA, CORP.**

The undersigned incorporator (s) hereby forms the following corporation Under the laws of the State of Florida:

ARTICLE I

NAME:

PALMETTO BAY USA, CORP.

The principal place of business and mailing address of this corporation shall be:

**6355 NW 36 ST. Suite 407
Virginia Gardens, FL 33166**

ARTICLE II

PURPOSE:

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK:

The maximum number of shares of stocks which this corporation is authorized to issue is 1500 shares of \$ 1.00 par value, common stock. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

ARTICLE IV

TERM OF EXISTENCE:

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE:

This initial Registered Agent and the principal address of the initial Registered Office of this corporation shall be:

**SERGIO R. SARMIENTO
14318 SW 88 Ave. # 18
Miami, FL 33176**

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TALLAHASSEE, FLORIDA**

ARTICLE VI

DIRECTORS:

This corporation shall have two (2) directors initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director of the corporation is:

**SERGIO R. SARMIENTO
President- Treasury
14318 SW 88 Ave. # 18
Miami, FL 33178**

**- SERGIO G. FARIAS
Vicepresident-Secretary
14312 SW 88 Ave. # 12
Miami, FL 33178**

ARTICLE VII

INCORPORATORS:

The name and street address of the incorporators are:

**SERGIO R. SARMIENTO
14318 SW 88 Ave. # 18
Miami, FL 33178**

**SERGIO G. FARIAS
14312 SW 88 Ave. # 12
Miami, FL 33178**

ARTICLE VIII

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

CUMULATIVE VOTING:

At each election for Directors, cummulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

**ARTICLE X
AMENDMENT :**

These Articles of Incorporation may be amended in the manner Provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set its hands and seals this 30 day of August 2004


SERGIO R. SARMIENTO


SERGIO G. FARIAS

ACCEPTANCE BY REGISTERED AGENT :

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.


**SERGIO R. SARMIENTO
REGISTERED AGENT**

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