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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 : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PASION USA CORP

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 7, 2004

FAS-T CORP. AGENTS, INC.

SUBJECT: PASON USA CORP
REF: W04000044433

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings SectionFAX Aud. #: H04000240386
Letter Number: 404A00068280

ARTICLES OF INCORPORATION

PASION USA CORP

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, Declare:

ARTICLES I: NAME

The name of this Corporation shall be:

PASION USA CORP

ARTICLE II: Authorized Shares

The maximum number of shares, which the corporation is authorized to issue and have Outstanding at any time, is 1000 shares of common stock, and which common stock shall have a par of \$1.00 (one dollar) per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III: Terms of Corporate Existence

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV: Registered Office and Agent

In Pursuance of Chapter 607.34 Florida Statutes, the Following is submitted, in compliance with said Act:

First- That PASION USA CORP

Desiring to organize under the laws of the State of Florida with its registered office as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida had named, MARIA CRISTINA CANICOBA, 10275 COLLINS AVENUE, #1406, BAL HARBOUR, FL 33154 agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



MARIA CRISTINA CANICOBA

Registered Agent

By: Horta Accounting Services Corp

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TALLAHASSEE, FLORIDA

ARTICLE V: Principal Place of Business

The principal place of business and address is the following:

10275 COLLINS AVENUE
#1406
BAL HARBOUR, FL 33154

ARTICLES VI: Directors

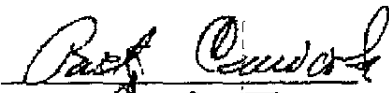
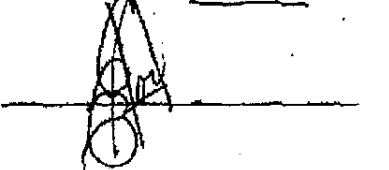
The Board of Directors shall manage the business of the corporation. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have one (1) director(s) initially.

The name and address of the initial Directors of this Corporation are:

MARIA CRISTINA CANICOBA 70%
10275 COLLINS AVENUE, #1406
BAL HARBOUR, FL 33154



PEDRO ELIER BETANCOURT 30%
10275 COLLINS AVENUE, #1406
BAL HARBOUR, FL 33154

The name and address of the incorporators and subscribers hereto is as follows:

MARIA CRISTINA CANICOBA PRESIDENT
10275 COLLINS AVENUE, #1406
BAL HARBOUR, FL 33154

PEDRO ELIER BETANCOURT VICE PRESIDENT
10275 COLLINS AVENUE, #1406
BAL HARBOUR, FL 33154

By: Horta Accounting Services Corp

Corporate director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-Thirds vote, such settlement and reimbursement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

By: Horta Accounting Services Corp

ARTICLE VII BYLAWS

Were not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings. In witness whereof, the undersigned incorporator(s) has (have), executed these Articles of Incorporation this, 4th day of December, 2004

Maria Cristina Canicoba

Maria Cristina Canicoba

12/04/04

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TALLAHASSEE, FLORIDA

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