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

1. FANLATINO USA CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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<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	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF**

FANLATINO USA CORPORATION

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

ARTICLE I

NAME:

FANLATINO USA CORPORATION

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

**2748 SW 30 Court
Miami, FI 33133**

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 5000 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:**

**TOTAL CORPORATION SERVICES, INC.
6355 NW 36 ST. Suite 407 - Virginia Gardens , FL 33166**

ARTICLE VI

DIRECTORS:

This corporation shall have one (1) director 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:

**MANUEL FRANCO
President
2748 SW 30 Court
Miami, Fl 33133**

ARTICLE VII

INCORPORATORS:

The name and street address of the incorporators are:

**FANLATINO S. de R.L. de C.V.
By: Manuel Franco Quintero Marmol
Av. Universidad # 2079 Local-8
Col. Copilco Universidad
CP 04360
Mexico DF**

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, cumulative 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.

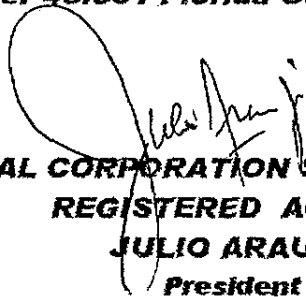
IN WITNESS WHEREOF, the undersigned incorporators have hereunto set its hands and seals this 05 day of April 2005.-



**MANUEL FRANCO QUINTERO MARMOL
For: Fanlatino S. de R.L. de C.V.**

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.



**TOTAL CORPORATION SERVICES, INC
REGISTERED AGENT
JULIO ARAUJO
President**