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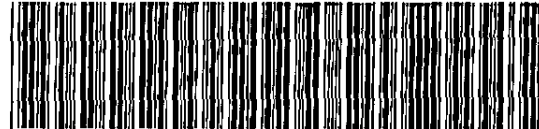
(Business Entity Name)

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RECEIVED
05 MAY 18 AM 11:46
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
05 MAY 18 PM 3:00
TALLAHASSEE, FLORIDA

5/19/05
202

**LAZARUS
CORPORATE FILING SERVICE**

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

1. DITOYS USA CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
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NEW FILINGS

☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

DITOYS USA CORP.

FILED
05 MAY 18 PM 3:10
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation is:

DITOYS USA CORP.

ARTICLE II NATURE OF BUSINESS

The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world, viz:

The purpose of the corporation is to engage in any lawful act of activity for which corporation may be organized under the General Corporation Laws of the State of Florida, and the Laws of the United States of America.

A) Export and Import Trading House, covering a group of miscellaneous articles to be obtained from different sources of supply, in order to attend orders from Foreign and American customers.

B) Manufacturer's Export and Import Agents, sole representative of several Foreign and American manufacturer's merchandise.

C) To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, engage, alter, improve, maintain, manage and operate any lands owned or leased by the corporation, or upon any other houses, structures, buildings, or other work of any description on lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands or any interest therein, or any houses, structures, buildings or other works owned, leased, managed, or controlled by the corporation; to engage generally in the Real Estate business, as principal agent, broker, or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interests in lands, structures, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers of tax liens, and any other interests in Real Estate.

D) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by other corporations of the State of Florida or any state of government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

G) To engage in Engineering Consulting according with the Laws of the State of Florida.

H) To exercise all power convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the Laws of the State of Florida, either by the terms of this charter or by virtue of the Laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock having nominal par value of \$1.00 per share. All shares shall be paid in lawful money of the United States of America or in property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the Laws of the state of Florida.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than (\$500.00) five hundred dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI PRINCIPAL OFFICE

The initial post office address of the principal office of this corporation in the State of Florida is:

2642 NW 112 AVENUE-MIAMI-FLORIDA 33172

The Board of Directors may move, from time to time, the principal office to any other address in the State of Florida.

ARTICLE VII DIRECTORS

This corporation shall have NINE directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than ONE.

ARTICLE VIII INITIAL DIRECTORS

The names of members of the First Board of Directors are:

Diego Scort- 750 SW 174 Terrace- Pembroke Pines-Fl. 33029
Maria Marta Bigio- 750 SW 174 Terrace- Pembroke Pines- Fl. 33029
Julio Cortez- 2642 NW 112 Avenue- Miami- Fl. 33172
Nilka Josefina Simosa-14225 SW 149 Avenue- Miami-Florida 33196
Gustavo E. Weiskind- Brasil 2569-Buenos Aires- Argentina
Jose E. Sieczka- Brasil 2569- Buenos Aires-Argentina
Feliciano Paradelo Nuñez- Brasil 2569- Buenos Aires- Argentina
Francisco Paradelo Nuñez- Brasil 2569- Buenos Aires- Argentina
Luis R. Lapidus- Brasil 2569- Buenos Aires- Argentina

ARTICLE IX- REGISTERED AGENT

The name and street address of the initial registered agent is:

Diego Scort- 750 SW 174 Terrace- Pembroke Pines-Fl. 33029

ARTICLE X SUBSCRIBERS

The names of the subscribers of these Articles of Incorporation are:

Diego Scort- 750 SW 174 Terrace- Pembroke Pines-Fl. 33029
Maria Marta Bigio- 750 SW 174 Terrace- Pembroke Pines- Fl. 33029
Julio Cortez- 2642 NW 112 Avenue- Miami- Fl. 33172
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Francisco Paradelo Nuñez- Brasil 2569- Buenos Aires- Argentina
Luis R. Lapidus- Brasil 2569- Buenos Aires- Argentina

ARTICLE XI 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 stockholder, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

ARTICLE XII LOST OR DESTROYED STOCK CERTIFICATE

Stock certificates to replace lost or destroyed certificates shall be issued only in accordance with the by-laws of this corporation.

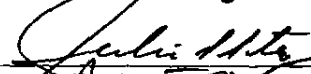
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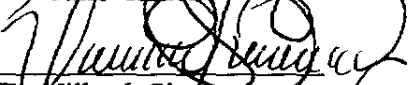
Diego Scort



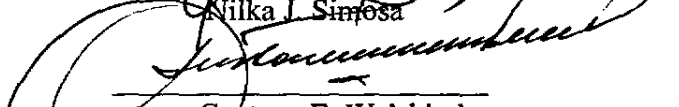
Maria Marta Bigio



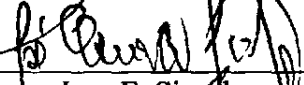
Julio Cortez



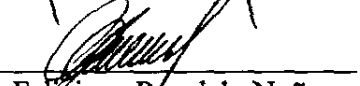
Milka J. Simosa



Gustavo E. Weiskind



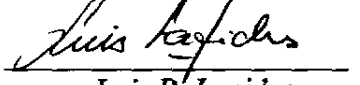
Jose E. Sieczka



Feliciano Paradelo Nuñez

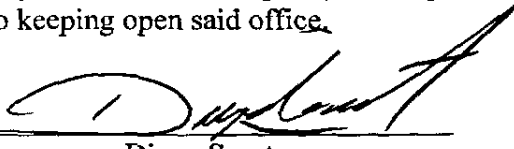


Francisco Paradelo Nuñez



Luis R. Lapidus

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

by 

Diego Scort
Registered Agent