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2005 JUN -1 A 9:21
REC'D DEPT OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

C.R. INDUSTRIAL, INC.

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Corporate Filing

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6-2-05
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**CERTIFICATE OF INCORPORATION
OF
C.R. INDUSTRIAL, INC.**

FILED
2005 JUN -1 A 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT, WITH THE POWERS, RIGHTS PRIVILEGES AND IMMUNITIES HERENAFTER MENTIONED, AND WE HEREBY MAKE, SUBSCRIBE AND ACKNOWLEDGE AND FILE WITH THE SECRETARY OF STATE OF FLORIDA THIS CERTIFICATE OF INCORPORATED; AND TO THAT END WE DO, BY THIS CERTIFICATE, SET FORTH:

ARTICLE I

THE NAME OF THIS CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION" IS: C.R. INDUSTRIAL, INC.

ARTICLE II

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL AT

**4851 SW 75 AVENUE
MIAMI, FLORIDA 33155**

ARTICLE III

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSE TO BE TRANSACTED AND CARRIED ON ARE TO DO ANY AND ALL THINGS ALLOWED AND PERMITTED TO BE DONE BY CORPORATIONS UNDER THE STATUTES OF THE STATE OF FLORIDA, AND TO DO ANY AND ALL OF THE THINGS HERENAFTER MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO TO-WIT:

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(A) IMPORT & EXPORT GOODS

(B) TO SUBSCRIBE FOR, INVEST IN, PURCHASE OR OTHERWISE ACQUIRE, TO OWN, HOLD, SELL, EXCHANGE, PLEDGE OR OTHERWISE DISPOSE OF, SECURITIES OF EVERY NATURE AND KIND, INCLUDING, WITHOUT LIMITATION, ALL TYPES OF STOCKS, BONDS, DEBENTURES, OBLIGATIONS OR EVIDENCES OF INDEBTEDNESS OR OWNERSHIP OR PARTICIPATION ISSUED OR CREATED BY ANY AND ALL ASSOCIATIONS, TRUST OR CORPORATIONS, PUBLIC OR PRIVATE, WHETHER CREATED, ESTABLISHED OR ORGANIZED UNDER THE LAWS OF THE UNITED STATES, ANY OF THE STATES, OR ANY TERRITORY OR DISTRICT OR COLONY OR POSSESSION THEREOF, OR UNDER THE LAWS OF ANY FOREIGN COUNTRY, AND ALSO FOREIGN AND DOMESTIC GOVERNMENT AND MUNICIPAL OBLIGATIONS, BANK ACCEPTANCES, COMMERCIAL PAPER AND SECURED CALL LOANS, TO PAY FOR THE SAME IN CASH OR PROPERTY OR BY THE ISSUE OF STOCK, BONDS OR NOTES OF THIS CORPORATION OR OTHERWISE; AND WHILE OWNING OR HOLDING AN SUCH SECURITIES, TO EXERCISE ALL THE RIGHTS, POWERS AND PRIVILEGES OF A STOCKHOLDER OR OWNER, INCLUDING THE RIGHT TO TRANSFER AND CONVEY THE SAID STOCK OR OTHER SECURITIES TO ONE OR MORE PERSONS, FIRMS, ASSOCIATIONS OR CORPORATIONS SUBJECT TO VOTING TRUSTS OR OTHER AGREEMENTS PLACING IN SUCH PERSONS VOTING OR OTHER POWERS IN RESPECT OF SAID STOCKS OR OTHER SECURITIES; TO BORROW MONEY OR OTHERWISE OBTAIN CREDIT AND TO SECURE THE SAME BY MORTGAGING, PLEDGING OR OTHERWISE SUBJECTING AS SECURITY THE ASSETS OF THIS CORPORATION.

C. TO BUILD, ERECT, CONSTRUCT, PURCHASE, HIRE OR OTHERWISE ACQUIRE, OWN, PROVIDE, ESTABLISH, MAINTAIN, HOLD, WORK, DEVELOP, SELL, CONVEY, LEASE, MORTGAGE, EXCHANGE, IMPROVE AND OTHERWISE DEAL IN AN DISPOSE OF REAL ESTATE AND REAL PROPERTY AND ALL OTHER KINDS OF PROPERTY OF WHATSOEVER NATURE, WHETHER REAL, PERSONAL OR MIXED, OR ANY INTERESTS OR RIGHTS THEREIN WITHOUT LIMITS AS TO AMOUNTS; TO BUY, SELL, ASSIGN, CONVEY AND CANCEL LIENS UPON PERSONAL PROPERTY AND REAL ESTATE OF EVERY KIND AND NATURE WHATSOEVER; TO ACT AS BROKER OR AGENT FOR THE PURCHASE, SALE, LEASING AND MANAGEMENT OF REAL ESTATE, AND THE NEGOTIATING OF LOANS THEREON; TO BORROW AND THE SAME BY MORTGAGE ON ITS PROPERTY OR OTHERWISE; TO ISSUE ON COMMISSION, SUBSCRIBE FOR, TAKE, ACQUIRE, HOLD, EXCHANGE AND DEAL IN SHARES, STOCKS, BONDS, OBLIGATIONS OR SECURITIES

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OF ANY GOVERNMENT OR AUTHORITY, INDIVIDUAL OR CORPORATION.

D. TO CARRY ON THE BUSINESS OF A HOLDING COMPANY AND TO PURCHASE AND ACQUIRE ANY MERCANTILE OR COMMERCIAL BUSINESS, TRADE OR ENTERPRISE PERMITTED BY THE LAWS OF THE STATE OF FLORIDA, AND TO OWN, HOLD, OPERATE, MAINTAIN, USE, SELL, OR OTHERWISE DISPOSE OF THE SAME; TO ENTER INTO OR ENGAGE IN ANY SUCH BUSINESS, TRADE OR ENTERPRISE.

E. TO MAKE AND CARRY OUT CONTRACTS FOR BUILDING, ERECTING, IMPROVING AND REPAIRING BUILDINGS, STRUCTURES, IMPROVEMENTS, WAREHOUSES, DOCKS, BRIDGES, BULKHEADS SEA WALLS, FILLS AND STRUCTURES ROADS, BRIDGES, WHARVES, SEA WALLS, SIDEWALKS, DITCHES, DRAINS BULKHEADS AND IN CONNECTION THEREWITH, TO USE ANY APPLICANCE OR APPLIANCES, DREDGE OR EQUIPMENT OF WHATSOEVER NATURE FOR THE PURPOSE OF SO DOING; TO CARRY ON IN ANY AND ALL OF ITS RESPECTIVE BRANCHES AND THE BUSINESS OF GENERAL CONTRACTING OF WHATSOEVER NATURE; TO OWN AND OPERATE BOATS, BOATLINES, BRIDGES AND DREDGES; TO MAKE, DEEPEN OR WIDEN CHANNELS OR CANALS; TO FILL IN LOW GROUND, TO BUY, SELL, MANUFACTURE, TRADE AND DEAL IN MACHINERY, TOOLS, AND IN STEEL, IRON, PLASTER, GRANITE, IMPLEMENTS, STONE, BRICK, LUMBER, SHELL, SAND AND EVERY KIND OF BUILDING MATERIAL AND SUPPLIES WHATSOEVER; TO MAKE ALL MANNER OF RIVER AND HARBOR IMPROVEMENT; TO ENGAGE IN THE BUILDING OF BUILDINGS AND REPAIRING OF VESSELS, SHIPS, BOATS, CRAFTS AND TO DO ALL MANNER OF MARINE CONSTRUCTION.

F. TO ENGAGE IN THE SALES AND COMMISSION BUSINESS IN THE REPRESENTATION OF FACTORIES, WHOLESALERS AND BUSINESS WHICH REQUIRE THE USE AND SERVICES OF A SALES AND COMMISSIONS AGENCY, AND TO DO ALL THINGS NECESSARY IN CONNECTION WITH THE OPERATION OF A SALES AND COMMISSION AGENCY; AS WELL AS TO ENGAGE IN OTHER SIMILAR AND ALLIED BUSINESSES INCIDENTAL TO A SALE AND COMMISSION AGENCY, WHICH SAID AGENCY WILL OPERATE BOTH WITHIN AND WITHOUT THE CONTINENTAL.

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G. TO OWN, CONDUCT, OPERATE AND MAINTAIN A STORE OR STORES OR DISTRIBUTION CENTERS, WAREHOUSES, LOFTS, LOTS, STORAGE CENTERS OR OTHER OUTLETS FOR THE PURPOSE OF AMNUFACTURING, MAKING, BUYING, SELLING AND OTHERWISE DEALING IN BUILDING SUPPLIES AND EQUIPMENT INCIDENTAL TO THE CONSTRUCTION BUSINESS.

H. TO OWN, BUY, SELL, LEASE, EXCHANGE OR OTHERWISE DEAL IN REAL ESTATE AND PERSONAL PROPERTY; TO MORTGAGE, SELL AND CONVEY THE SAME; TO NEGOTIATE, PURCHASE, HOLD AND SELL MORTGAGES, STOCKS, BONDS AND OTHER SECURITIES AND PERSONAL PROPERTY; TO INVEST MONEY IN REAL ESTATE FOR ITSELF OR FOR OTHER PARTIES; TO BUILD, FURNISH, EQUIP, CONSTRUCT AND REPAIR BUILDINGS AND TO CARRY ON THE GENERAL CONTRACTING AND CONSTRUCTION BUSINESS; TO HAVE ALL THE POWERS CONFERRED UPON SUCH CORPORATION TO CARRY ON ANY BUSINESS IN CONNECTION WITH AND INCIDENT TO TOHE FOREGOING UNDER THE LAWS OF THE STATE OF FLORIDA OR ANY OTHER STATE.

I. GENERALLY, TO MAKE AND PERFORM CONTRACTS OF ANY KIND AND DESCRIPTION, AND FOR THE PURPOSE OF ATTAINING ANY OF THE OBJECTS OF THE CORPORATION, TO DO AND PERFORM ANY OTHER ACT OR THINGS, AND TO EXERCISE ANY AND ALL POWER WHICH A CO-PARTNERSHIP OR NATURAL PERSON COULD DO AND EXERCISE, AND WHICH ARE NOW, OR HEREAFTER MAY BE AUTHORIZED BY LAW, AND GENERALLY DO AND PERFORM ANDY AND ALL THINGS NECESSARY OR INCIDENTAL TO THE PERFORMING OR CARRYING OUT OF THE POWERS HEREINABOVE SPECIFICALLY DELEGATED OR IMPLIED.

ARTICLE IV

THE STOCK OF THIS CORPORATION SHALL BE DIVIDED INTO

FIVE HUNDRED (500) SHARES OF STOCK OF THE PAR VALUE OF ONE DOLLAR (\$ 1.00) PER SHARE, ALL OF ONE CLASS, NAMELY, COMMON STOCK, AND HAVING AN AGGREGATE PAR VALUE OF FIVE HUNDRED DOLLARS (\$ 500.00). ALL SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AT JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS.

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ARTICLE V

THE NAMES AND ADDRESSES OF THE BOARD OF DIRECTORS OF THE CORPORATION, SHALL BE:

**CARLOS ALFREDO RIOS DUQUE PRESIDENT/TREASURER
4851 SW 75 AVENUE
MIAMI, FLORIDA 33155**

**EDGAR ENRIQUE CASTRO LOPEZ VICE- PRESIDENT
4851 SW 75 AVENUE
MIAMI, FLORIDA 33155**

**JUAN MANUEL DA SILVA SECRETARY
4851 SW 75 AVENUE
MIAMI, FLORIDA 33155**

**JUAN J. OLLOQUI SECRETARY
4851 SW 75 AVENUE
MIAMI, FLORIDA 33155**

ARTICLE VI

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT OF THE CORPORATION SHALL BE.

**JUAN J. OLLOQUI
4851 SW 75 AVENUE
MIAMI, FLORIDA 33155**

ARTICLE VII

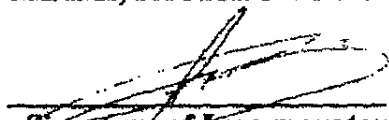
THE NAMES AND ADDRESSES OF THE INCORPORATORS SHALL BE:

**CARLOS ALFREDO RIOS DUQUE
4851 SW 75 AVENUE
MIAMI, FLORIDA 33155**

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EDGAR ENRIQUE CASTRO LOPEZ
4851 SW 75 AVENUE
MIAMI, FLORIDA 33155

JUAN MANUEL DA SILVA
4851 SW 75 AVENUE
MIAMI, FLORIDA 33155



Signature of Incorporator

6/01/05

Date



Signature of Incorporator

6/01/05

Date

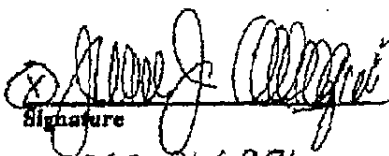


Signature of Incorporator

6/01/05

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature
262-81-6271

6/01/05

Date