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Florida Department of State

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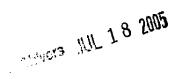
ADRIANELA DISTRIBUTORS, INC.

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ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING A COPRORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I (NAME)

THE NAME OF THE CORPORATION SHALL BE:

ADRIANELA DISTRIBUTORS, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS COPORATION SHALL BE:

10315 NW9 St CIRCLE #506 miami Fl 33172

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

100@\$0.01 PER SHARE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS:

JOSE A. PADRON 10315 NW 9 ST APT. 506 MIAMI, FL 33172

NORA CAMPOS ESQ. BAR # 936944 2901 SW 8 STREET SUITE 205 MIAMI, FLORIDA 33135

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ARTICLE V INCORPORATOR(S)

THE NAME AND STREET ADDRESSES OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION IS (ARE):

ZULAY OSIO DE PADRON CALLE 40 TRANSVERSAL EDIF. RES. COLONIAL APT. 10-A PISO 10 URB. MONTALVAN II DIST. FEDERAL CARACAS, VENEZUELA

24.5% STOCKS

JOSE A. PADRON CALLE 40 TRANSVERSAL EDIF. RES. COLONIAL APT. 10-A PISO 10 URB. MONTALVAN DIST. FEDERAL CARACAS, VENEZUEL A

24.5% STOCKS

DISTRIBUIDORA ADRIANELA C.A. CALLE 40 TRANSVERSAL EDIF. RES. COLONIAL APT. 10-A PISO 10 URB. MONTALVAN DIST. FEDERAL CARACAS, VENEZUELA

51 % STOCKS

VI DIRECTORS

THE INCORPORATORS AND DIRECTORS OF THE COMPANY ARE AS FOLLOWS:

PRESTDENT:

JOSE A. PADRON

10315 NW 9TH ST CIR. APT. 506

DORAL, FLORIDA 33172

V. PRESIDENT

ZULAY OSIO PADRON 10315 NW 9TH CIR APT. 506 DORAL, FLORIDA 33172

INDERSIGNEDINCORPORATOR(S) HAS (HAVE) EXECUTED THESE ICH AS OF MORPORATION THIS 7TH DAY OF NOVEMBER 2003

JOSE A. DA 630105

DATE

PRESIDENT

NORA CAMPOS ESO. 2901 SW 8 ST NO. 205 MIAMI, FLORIDA 33135

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501. FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

ADRIANELA DISTRIBUTORS, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

JOSE A. PADRON 10315 NW 9ST CIRCLE APT 506 DORAL FLORIDA 33172

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 AMPLIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

(SIGNA TURE)

(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA

NORA CAMPOS ESQ. BAR # 936944 2742 SW & STREET SUITE 202 MIAMI, FLORIDA 33135