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SECRETARY OF STATE  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**SERMINSA TRADE INC.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 29, 2005

FAS-T CORP. AGENTS, INC.

SUBJECT: SERMINSA TRADE INC.  
REF: W05000035943

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**ARTICLES OF INCORPORATION  
OF**

**SERMINSA TRADE INC.**

I, THE UNDERSIGNED, BEING OF LEGAL AGE AND A NATURAL PERSON, DO HEREBY  
SUBSCRIBE TO, ACKNOWLEDGE AND FILE THE FOLLOWING ARTICLES OF  
INCORPORATION FOR THE PURPOSE OF CREATING A CORPORATION UNDER THE LAWS OF  
THE STATE OF FLORIDA.

**ARTICLE I**

THE NAME OF THIS CORPORATION SHALL BE  
SERMINSA TRADE INC.

THE INITIAL ADDRESS OF THIS CORPORATION SHALL BE  
13041 SW 56 TERR  
MIAMI, FL. 33183

**ARTICLE II**

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED  
UNDER THE LAWS OF THE STATE OF FLORIDA AND UNDER THE LAWS OF THE UNITED  
STATES OF AMERICA.

**ARTICLE III**

THE CAPITAL STOCK AUTHORIZED, THE PAR VALUE THEREOF, AND THE  
CHARACTERISTICS OF SUCH STOCK SHALL BE AS FOLLOWS:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
100	\$ 1.00	COMMON

THE CONSIDERATION FOR ALL OF THE SAID STOCK SHALL BE PAYABLE IN CASH,  
PROPERTY, REAL OR PERSONAL, LABOR OR SERVICES IN LIEU OF CASH, AT A JUST  
VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

**ARTICLE IV**

THIS CORPORATION SHALL COMMENCE ITS EXISTENCE IMMEDIATELY UPON THE  
FILING OF THESE ARTICLES OF INCORPORATION AND SHALL EXIST PERPETUALLY  
THEREAFTER UNLESS SOONER DISSOLVED ACCORDING TO LAW.

PREPARED BY:  
DOLORES ALICIA CARRION  
13041 S.W. 56 TERR  
MIAMI, FL. 33183

**ARTICLE V**

**THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE  
DOLORES ALICIA CARRION**

**WITH THE PRIVILEGE OF HAVING ITS OFFICES AND BRANCH OFFICES AT OTHER PLACES  
WITHIN OR WITHOUT THE STATE OF FLORIDA.**

**THE INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE**

**DOLORES ALICIA CARRION  
13041 SW 56 TERR.  
MIAMI, FL. 33183**

**ARTICLE VI**

**THE CORPORATION SHALL HAVE AT LEAST ONE DIRECTOR, WITH THE EXACT  
NUMBER TO BE SPECIFIED BY THE STOCKHOLDERS FROM TIME TO TIME UNLESS THE  
STOCKHOLDERS SHALL, BY A MAJORITY VOTE THEREAFTER, DETERMINE THAT THE  
CORPORATION BE MANAGED BY THE STOCKHOLDERS.**

**ARTICLE VII**

**THE NAME AND ADDRESS OF THE DIRECTORS OF THE CORPORATION, WHO SHALL  
HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS SUCCESSOR IS DULY EXECUTED AND  
QUALIFIED SHALL BE:**

**DIRECTORS  
DOLORES ALICIA CARRION  
13041 SW 56 TERR.  
MIAMI, FL. 33183**

**TITLE  
PRESIDENT-VICE-PRE  
SECRETARY-TREASURER**

**ARTICLE VIII**

**THE NAME AND ADDRESS OF THE INCORPORATOR IS:**

**DOLORES ALICIA CARRION**

**13041 SW 56 TERR.  
MIAMI, FL. 33183**

**ARTICLE IX**

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THIS CORPORATION ARE PECUNIARY OR OTHERWISE INTERESTED IN, OR ARE DIRECTORS OR OFFICERS OF, SUCH OTHER CORPORATION. ANY DIRECTOR INDIVIDUALLY, OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE PARTY TO, OR MAY BE PECUNIARY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THIS CORPORATION, PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR A MAJORITY THEREOF, AND ANY DIRECTOR OF THIS CORPORATION WHO IS ALSO A DIRECTOR OR AN OFFICER OF SUCH OTHER CORPORATION, OR WHO IS SO INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT SUCH A DIRECTOR OR OFFICER OR SUCH OTHER CORPORATION, OR NOT SO INTERESTED.

**ARTICLE X**

THE PRIVATE PROPERTY OF THE STOCKHOLDER SHALL NOT BE SUBJECT TO PAYMENT OF THE CORPORATE DEBTS IN ANY EVENT.

**ARTICLE XI**

IN WITNESS WHEREOF, WE, THE UNDERSIGNED, BEING THE INCORPORATES HEREIN BEFORE NAMED, FOR THE PURPOSE OF FORMING A CORPORATION TO DO BUSINESS BOTH WITHIN AND WITHOUT THE STATE OF FLORIDA, UNDER THE LAWS OF FLORIDA, MAKE AND FILE THESE ARTICLES OF INCORPORATION, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE, AND HEREUNTO SIGN OUR NAMES ON THIS 28<sup>TH</sup> DAY OF JULY 2005.

  
DOLORES ALICIA CARRION

**CERTIFICATE ACCEPTING DESIGNATION  
AS  
REGISTERED AGENT**

IN COMPLIANCE WITH THE LAWS OF FLORIDA, THE FOLLOWING IS SUBMITTED:

FIRST, THAT SERMINSA TRADE INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED DOLORES ALICIA CARRION 13041 S.W. 56 TERR., MIAMI, FL. 33183 COUNTY OF DADE, STATE OF FLORIDA, AS ITS STATUTORY REGISTERED AGENT.

HAVING BEEN NAMED THE STATUTORY REGISTERED AGENT OF THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE SAME AND AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING THE REGISTERED OFFICE OPEN, AND I ACCEPT THE OBLIGATIONS OF SECTION 607.325 F.S.

  
DOLORES ALICIA CARRION  
RESIDENT AGENT - for SERMINSA TRADE INC.

DATED THIS 28<sup>TH</sup> DAY OF JULY 2005.

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