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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

IMPERIAL INSURANCE AGENCY USA, INC.

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ARTICLES OF INCORPORATION
OF
IMPERIAL INSURANCE AGENCY USA, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

IMPERIAL INSURANCE AGENCY USA, INC.

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

1195 Foxforrest Circ
Apopka, FL 32712

ARTICLE II NATURE OF BUSINESS

This corporation may engage in insurance services or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES \$ 1.00 PER VALUE

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:

Hispan American Services Inc.
1885 W. Flagler St., Suite # 11
Miami, FL 33135

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CLERK OF DISTRICT COURT
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected,

Martincito Martinez
President
2929 Blooming Alamanda Loop
Kissimmee, Fl 34747

Venecia Jimenez
Treasurer and Secretary
2929 Blooming Alamanda Loop
Kissimmee, Fl 34747

ARTICLE VI INCORPORATOR(S)

The name(s) and address (es) of the incorporator(s) to these articles of incorporation is(are):

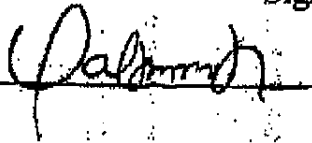
Martincito Martinez
390 Shares
2929 Blooming Alamanda Loop
Kissimmee, Fl 34747

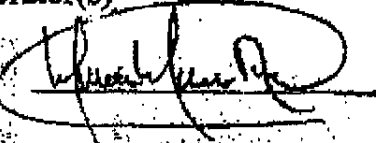
Venecia Jimenez
100 Shares
2929 Blooming Alamanda Loop
Kissimmee, Fl 34747

La Imperial de Seguros, S.A.
510 Shares
Av. 27 de Febrero No. 28 Aptdo. 21206
Santo Domingo, Dominican Republic

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 22ND day of December 2005

Signature(s) of Incorporator(s)





CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation _____

IMPERIAL INSURANCE AGENCY USA, INC.

2. The name and address of the registered agent and office is:

FELICIA GRULLON

(P.O. BOX NOT ACCEPTABLE)

1195 FOXFORREST CIRC, APOPKA, FL 32712

(ADDRESS OFFICE)

SIGNATURE


(Corporate Officer)

TITLE

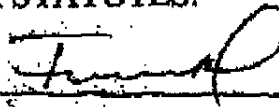
President

DATE

12/21/2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

12/21/2005

CLERK OF COURT
STATE OF FLORIDA

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