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ARTICLES OF INCORPORATION
OF
EVEREST USA, INC

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

ARTICLE I - NAME

The name of the corporation shall be: EVEREST USA, INC

ARTICLE II - PRINCIPAL OFFICE

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

8319 NW 68TH ST
MIAMI, FL 33166

ARTICLE III - DURATION

This corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE IV - PURPOSE

This purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is \$ 1,000.00 (ONE THOUSAND DOLLARS) shares of common stock. Each having the par value of \$1.00 (one dollar) per share. The consideration to be paid for each share shall be fixed by the board of directors from time to time.

ARTICLE VI - INITIAL CAPITAL

The amount of Capital Stock with which this corporation will begin business is :
\$ 1,000.00 (ONE THOUSAND DOLLARS).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

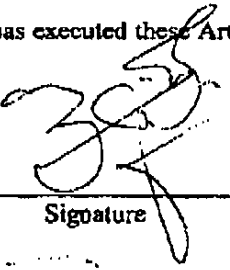
JULIO C BARRIOS
9401 SW 4TH ST, APT 307
MIAMI, FL 33174

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

JULIO C BARRIOS
9401 SW 4TH ST, APT 307
MIAMI, FL 33174

The undersigned incorporator has executed these Articles of Incorporation this 3 day August of 2006.



Signature

ARTICLE IX - DIRECTORS

The corporation shall have four directors initially.

The numbers of directors may be increased or diminished from time to time by the laws adopted by the shareholders.

ARTICLE X - DIRECTORS

The names and address of the board of directors held until successors are elected and have qualified are:

JULIO C BARRIOS (ACTING PRESIDENT)
9401 SW 4TH ST, APT 307
MIAMI, FL 33174

DANIEL CARAMBULA (DIRECTOR)
7135 COLLINS AVE, APT 1225
MIAMI BEACH, FL 33141

JOSE GABRIEL RODRIGUEZ (DIRECTOR)
JOSE BATLLE Y ORDONEZ 717
SAN JOSE-URUGUAY

ROUGET EDDIE ESPERT (DIRECTOR)
LIBANO 1309
MONTEVIDEO-URUGUAY

ARTICLE XI - SUBSCRIBERS

The names and address of the subscribers to these Articles of incorporation and the number of shares of stock he/she has agreed to take is as follow:

JULIO C BARRIOS (250 SHARES)
9401 SW 4TH ST, APT 307
MIAMI, FL 33174

DANIEL CARAMBULA (250 SHARES)
7135 COLLINS AVE, APT 1225
MIAMI BEACH, FL 33141

JOSE GABRIEL RODRIGUEZ (DIRECTOR) (250 SHARES)
JOSE BATLLE Y ORDONEZ 717
SAN JOSE-URUGUAY

ROUGET EDDIE ESPERT (DIRECTOR) (250 SHARES)
LIBANO 1309
MONTEVIDEO-URUGUAY

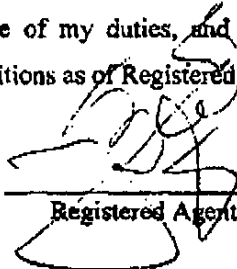
ARTICLE XU - PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his(her) proportional part of any issued, unissued, or treasury shares of the corporation at net asset value.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/
REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as of Registered Agent.



Registered Agent Signature

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