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TALLAHASSEE, FLORIDAFlorida Department of State  
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## To:

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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

commercial everest usa, inc

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ARTICLES OF INCORPORATION  
OF  
COMMERCIAL 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: COMMERCIAL 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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ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

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

ARTICLE VIII - INCORPORATOR

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

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

The undersigned incorporator has executed these Articles of Incorporation this 21 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:

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

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

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

DANIEL CARAMBULA ( 334 SHARES )  
7135 COLLINS AVE, APT 1225  
MIAMI BEACH, FL 33141

JULIO C BARRIOS ( 333 SHARES )  
9401 SW 4TH ST, APT 307  
MIAMI, FL 33174

JOSE GABRIEL RODRIGUEZ (DIRECTOR) ( 333 SHARES )  
JOSE BATLLE Y ORDONEZ 717  
SAN JOSE-URUGUAY

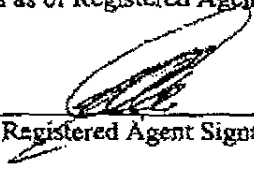
#### ARTICLE XII - PRE-EMPTIVE RIGHTS

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

HOWARD HOWARD

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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HOWARD HOWARD