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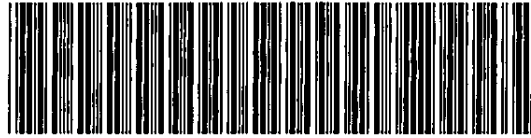
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04/30/07--01053--002 **78.75

Effective Date

04/23/2007

FILED
2007 APR 30 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton MAY - 1 2007

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April 6, 2007

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: J. K. K. Marketing Latin America, Inc.

Dear Division of Corporations:

Enclosed please find two originals of the Articles of Incorporation for the above named corporation and a check in the amount of **\$78.75** for filing the enclosed Articles. Please file the above listed item and return the certified copy to me in the enclosed stamped, self-addressed envelope I have provided for your convenience.

I thank you for your assistance and should you have any questions, please do not hesitate to call me immediately.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By Ashley I. Wright
Ashley I. Wright

Legal Secretary to Carlos J. Berrocal, Esq. and Scott L. McMullen, Esq.

CJB:aiw
Enclosure

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Effective Date 04/23/2007

ARTICLES OF INCORPORATION

OF

J. K. K. MARKETING LATIN AMERICA, INC.

FILED

2007 APR 30 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is **J. K. K. MARKETING LATIN AMERICA, INC.**

ARTICLE II - EFFECTIVE DATE AND DURATION

The effective date shall be **April 23, 2007**. The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the business of distribution of a broad range of textile materials including non-woven's, woven's, fiber, converted and finished goods, waste materials, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class of series of other securities, whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by

reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is **505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401** and the name of its initial registered agent at that address is **Jones Foster Service, LLC., a Florida limited liability company**. The principal place of business shall also be at that same address.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is **2**. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Paul E. Miller President	111 Speen Street, Suite 311 Framingham, Massachusetts 01701
Henri Cabianca Vice President	Carretera Petare-Santa Lucia K. M. 9, Zona Industrial-Hoya De Las Tapias, Galpon K-3 Caracas, Venezuela

ARTICLE IX - OFFICERS

A. The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may appoint such other officers and assistant officers as it may desire. The officers shall be selected by the Board of Directors at each annual meeting of the Board of Directors, and they shall serve for a term of one (1) year and until their successors shall be selected. Any two (2) or more offices may be held by the same person.

B. The names of the initial officers who are to serve until the first annual meeting of the Board of Directors are:

Paul E. Miller	President
Henri Cabianca	Vice President
Cynthia M. Winters	Secretary
Paul E. Miller	Treasurer

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

Name _____	Address _____
Paul E. Miller	111 Speen Street, Suite 311 Framingham, Massachusetts 01701

ARTICLE XI - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

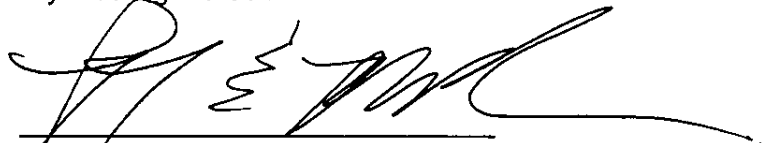
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XII - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED: April 26, 2007



Paul E. Miller
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26 day of April, 2007 by **Paul E. Miller**, who [] is personally known to me or [] who has produced a driver's license as identification and who did not take an oath.



Notary Public, State of Florida

Print Name: _____

My Commission Expires: _____

[SEAL]



Sally Stroh Matias
MY COMMISSION # DD571967 EXPIRES
August 18, 2010
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

J. K. K. MARKETING LATIN AMERICA, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Address

Jones Foster Service, LLC

**505 South Flagler Drive, Suite 1100
West Palm Beach, Florida 33401**

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

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.

DATED: April 27 2007.

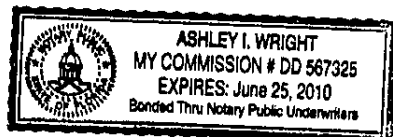
JONES FOSTER SERVICE, LLC., a Florida
limited liability company,

By: _____

Scott L. McMullen
Authorized Signatory

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27 day of April, 2007, by **Scott L. McMullen an authorized signatory of Jones Foster Service, LLC., a Florida limited liability company** who ☒ is personally known to me or ☐ who has produced a driver's license as identification and who did not take an oath.



[SEAL]

Ashley I. Wright
Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____