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(Business Entity Name)

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DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

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08 FEB - 1 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAZARUS

CORPORATE FILING SERVICE
3320 SW 87TH AVENUE
MIAMI, FL 33165
305-552-5973

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PASEO CATRACHO USA, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Photocopy



Certificate of Status

NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

Examiner's Initials

ARTICLES OF INCORPORATION

FOR:

PASEO CATRACHO USA, INC.

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08 FEB -1 PM 12:37

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation shall be:

Paseo Catracho USA, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in the transaction of any and all activities permitted under the Laws of Florida and the United States of America.

ARTICLE III - SHARES

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 Shares Common non par value shares.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall exist perpetually unless dissolved sooner according to law.

ARTICLE V - PRINCIPAL OFFICE

The initial place of business address of this corporation in the State of Florida is:

824 SW 8th St
Miami, FL 33130

The corporation retains the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors.

ARTICLE VI - DIRECTORS

This corporation shall have two director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one.

The corporation shall indemnify and hold harmless each person who shall serve at anytime hereafter as director or officer of the corporation and any person who serves at the request of this corporation, as director or officer of any other corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

The rights accruing to any person under the forgoing provision shall not exclude any right to which he may be lawfully entitled nor shall any herein contained restrict the right of the corporation indemnified reimburse such person in any proper case even though not specifically herein provided for.

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 do the directors of the 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 a party to, or may pecuniary or otherwise interested, any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director of officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote threat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

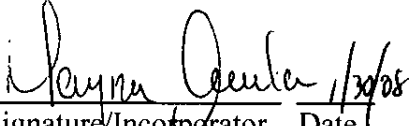
The name and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of shareholder and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death are:

NAME	ADDRESS
Mayra Avila President/Treasurer	824 SW 8 St Miami, FL 33130
Byron Figueroa Secretary	824 SW 8 St Miami, FL 33130

ARTICLE VIII - INCORPORATOR

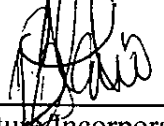
The incorporator to these Articles of Incorporation is:

Mayra Avila
824 SW 8 St
Miami, FL 33130



Signature/Incorporator Date

Byron Figueroa
824 SW 8 St
Miami, FL 33130



Signature/Incorporator Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment. A charter amendment requires a unanimous vote by the Board of Directors. Restated articles of incorporation may be adopted.

ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Mayra Avila
824 SW 8 St
Miami, FL 33130

Having been named as registered agent and to accept service of process for the above stated corporation at the 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

Mayra Avila
Signature/Registered Agent

1/30/08
Date

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY, THAT ON THIS 30th day of January 2008, personally appeared before me, an authorized officer duly commissioned to administer oaths and take

Acknowledgements;

Produced Fla. Dr. Lemos
Mayra Avila

The person who executed the foregoing Articles of Incorporation, and acknowledged that they signed and executed the same for the uses and purposes there in stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami Dade County, Florida. The day and year above written.

[Signature]
NOTARY PUBLIC

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR:

PASEO CATRACHO USA, INC.

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The corporation shall indemnify and hold harmless each person who shall serve at anytime hereafter as director or officer of the corporation and any person who serves at the request of this corporation, as director or officer of any other corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

The rights accruing to any person under the forgoing provision shall not exclude any right to which he may be lawfully entitled nor shall any herein contained restrict the right of the corporation indemnified reimburse such person in any proper case even though not specifically herein provided for.

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 do the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; Any d rector individually, or any firm of which any director may be a member, may be a party to, or may pecuniary or otherwise interested, any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director of officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote threat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of shareholder and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death are:

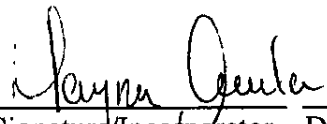
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Byron Figueroa Secretary	824 SW 8 St Miami, FL 33130

ARTICLE VIII - INCORPORATOR

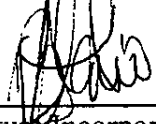
The incorporator to these Articles of Incorporation is:

Mayra Avila
824 SW 8 St
Miami, FL 33130

Byron Figueroa
824 SW 8 St
Miami, FL 33130



Signature/Incorporator Date 1/30/08



Signature/Incorporator Date 1/30/08

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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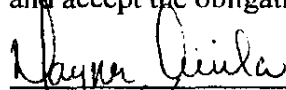
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Signature/Registered Agent

1/30/08

Date

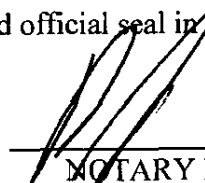
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY, THAT ON THIS 30th day of January 2008, personally appeared before me, an authorized officer duly commissioned to administer oaths and take

Acknowledgements; *Produced Fla. Dr. License*
Mayra Avila

The person who executed the foregoing Articles of Incorporation, and acknowledged that they signed and executed the same for the uses and purposes there in stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami Dade County, Florida. The day and year above written.



NOTARY PUBLIC