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**FLORIDA PROFIT/NON PROFIT CORPORATION
FALCHUCK IMPORT & EXPORT CORP**

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ARTICLES OF INCORPORATION
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FALCHUCK IMPORT & EXPORT CORP

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

THE NAME OF THE CORPORATION IS: FALCHUCK IMPORT & EXPORT CORP

ARTICLE II

THE CORPORATION MAY ENGAGE IN OR TRANSACT IN ANY OR ALL ACTIVITY
OF BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THE CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AN
AGREGATE NUMBER OF TEN THOUSAND (10,000) SHARES OF ONE CLASS OF COMMON
STOCK HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE. THIS
CONSIDERATION TO BE PAID FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE
BOARD OF DIRECTORS.

ARTICLE IV

ALL SHAREHOLDERS OF THE CORPORATION SHALL BE VESTED WITH FULL
PREEMTIVE RIGHTS.

ARTICLE V

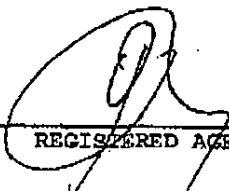
THE CORPORATION INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
THE STATE OF FLORIDA IS:

GERSON JAVIER RODRIGUEZ
11202 NW 83RD ST APT 208
DORAL, FLORIDA 33178

THE INITIAL PRINCIPAL OFFICE IS:

11202 NW 83RD ST APT 208
DORAL, FLORIDA 33178

HAVING BEEN NAMED INITIAL REGISTERED AGENT FOR THIS CORPORATION,
I HEREBY ACCEPT SUCH AND CONSENT TO ACT IN THIS CAPACITY AND AGREE TO
COMPLY WITH ALL THE REQUIREMENTS OF THE LAW PERTAINING THERETO.

x 
REGISTERED AGENT

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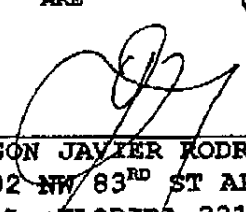
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ARTICLE VI

THE NUMBER OF DIRECTORS CONTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORTATION IS THREE ,THE NUMER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII

THE NAME AND ADDRESS OF THE MEMBER OF THE BOARD OF DIRECTORS ARE


GERSON JAVIER RODRIGUEZ
11202 NW 83RD ST APT 208
DORAL, FLORIDA 33178


DHADALYS DE JESUS AMARO
11202 NW 83RD ST APT 208
DORAL, FLORIDA 33178

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR EXECUTING THESE ARTICLES OF INCORPORATION IS:

GERSON JAVIER RODRIGUEZ
11202 NW 83RD APT 208
DORAL, FLORIDA 33178

ARTICLE IX

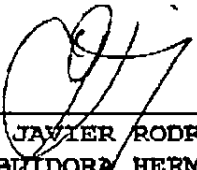
THE NAMES, ADDRESS AND TITLES OF THE DIRECTORS/OFFICERS ARE:


GERSON JAVIER RODRIGUEZ
11202 NW 83RD ST APT 208
DORAL, FLORIDA 33178.....OFFICER/PRESIDENT


DHADALYS DE JESUS AMARO
11202 NW 83RD ST APT 208
DORAL, FLORIDA 33178.....OFFICER/VICE PRESIDENT

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GERSON JAVIER RODRIGUEZ
DISTRIBUIDORA HERMANOS FALCHUCK, C.A.
AVE. CONSTITUCION CENTRO COMERCIAL LOS MANGOS. LOCAL 53
MARACAY, EDO ARAGUA, VENEZUELA.....OFFICER/SECRETARY

STATE OF FLORIDA


X _____
INCORPORATOR

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