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Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

avance urbano usa, inc.

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ARTICLES OF INCORPORATION
OF
AVANCE URBANO USA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida this Certificate of Incorporation, and to that end signs the following Articles of Incorporation:

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ARTICLE I: The name of this corporation shall be: AVANCE URBANO USA, INC.

ARTICLE II: The general nature of the business and the objects and purposes to be performed and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, to wit:

- a) to purchase, sell, import and export, invest in, store, ship, mortgage or otherwise encumber and in any manner deal in and with, at retail or wholesale, building materials, equipment and machinery for the construction industry, as well as office furniture and furniture for homes and hotel facilities, prefabricated kitchen cabinets, appliances, furnishings and other ornamental and decorative items.
- b) to purchase, sell, invest, manage, operate and in any way deal in and with businesses of any and all kinds and descriptions and to engage in capital ventures and business enterprises of any and all types and natures.
- c) to purchase, sell, mortgage, lease, improve or develop, hold for investment or otherwise use and operate real estate of all kinds, improved or unimproved, as well as mobile homes and other similar structures, and may represent other companies for the commercialization of their products or trademarks.
- d) to carry on and conduct a general domestic and international purchase and sale business; to import into and export from the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, goods of every kind and nature; to distribute, to sell, deliver and deal in and with, at wholesale and retail, domestic and foreign merchandise of every kind and nature (goods, wares, property, commodities and articles of commerce of every kind and description), and in selling, promoting the sale of, advertising, introducing, and contracting for the sale, introduction,

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advertisement and use of, services of all kinds, relating to any and all kind of businesses for any and all purposes.

e) to carry out any or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or thorough or in conjunction with any person, partnership, association or corporation.

f) to carry on its operations and conduct business in any State, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country.

g) to such extent as a corporation organized under the Laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent, and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishments of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Laws of the State of Florida or under any act amendatory thereof, supplemental thereto, or substituted therefore.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or in reference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

This corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Laws of the State of Florida to corporations organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory or supplemental to that statute, and the enumeration of certain powers, rights or privileges granted or conferred by the statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any business, to exercise any power or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

ARTICLE III: The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of stock of \$1.00 par value.

ARTICLE IV: The amount of capital with which this corporation will begin business shall be no less than \$1,000.00.

ARTICLE V: The initial post-office address of the principal office of this corporation is 3900 N.W. 79th. Avenue, # 642, Miami, Florida 33166.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI: This corporation is to exist perpetually.

ARTICLE VII: The Registered Agent for this corporation shall be ALESSANDRO MERCIA and the Registered Office shall be 1845 N.W. 112th Avenue, #200, Miami, Florida 33172.

ARTICLE VIII: This corporation shall have no less than one Director initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX: The names and post-office addresses of the members of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

RODGAM RODRIGUEZ GAMBOA, 3900 N.W. 79th. Avenue, # 642, Miami, Florida 33166.

ARTICLE X: The names and post-office addresses of the first officers of the Corporation, subject to the provisions of these Articles of Incorporation, the By-Laws of the Corporation and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

RODGAM RODRIGUEZ GAMBOA - President and Secretary
3900 N.W. 79th. Avenue, # 642, Miami, Florida 33166.

ZORAYA GLASSER - Vice President
3900 N.W. 79th. Avenue, # 642, Miami, Florida 33166.

ARTICLE XI: The name and post office address of the subscriber to these Articles of Incorporation, the number of shares of stock that agrees to take and the value of the consideration thereof are:

AVANCE URBANO, C.A.	510	\$ 510.00
Ave. Jovito Villalva, Edif. Bienvenido, Piso PB, Oficina 4,		
Sector Los Robles, Edo. Nueva Esparta, Venezuela 6307		

ARTICLE XII: Both Stockholders and Directors shall have the power to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such office as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

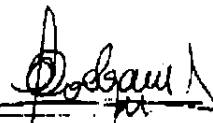
ARTICLE XIII: All rights conferred to Stockholders herein are granted subject to the right the Corporation reserves to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner explained in Article XIII of this Certificate.

ARTICLE XIV: These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholder's meeting by the majority of the stock entitled to vote thereof, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV: Preemptive Rights: Every Stockholder, upon the sale for cash of any new stock of this Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, We, being all of the original subscribers and incorporators of this Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set my hands and seal on this 8th day of November, 2010.

AVANCE URBANO USA, INC.


By: RODGAM RODRIGUEZ GAMBOA
President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

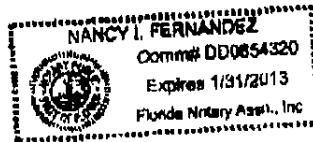
I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the above mentioned State and County to take acknowledgments, personally appeared RODGAM RODRIGUEZ GAMBOA, who executed these Articles of Incorporation, and

he acknowledges before me that he subscribes to those Articles of Incorporation.

WITNESS my hand and official seal in the City of Coral Gables, Florida, this 8th day of November 2010. I relied upon the following instruments as identification: Venezuelan Passport.


NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



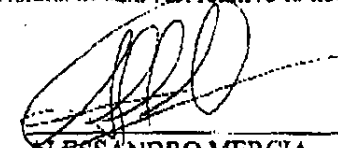
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

That AVANCE URBANO USA, INC. qualified to do business under the laws of the State of Florida with its principal office at 3900 N.W. 79th Avenue, # 642, Miami, Florida 33166, has appointed ALESSANDRO MERCIA of the City of Miami, Miami-Dade County, State of Florida, as its agent to accept service of process within this state and his registered office is 1845 N.W. 112th Avenue # 200, Miami, Florida 33172.

Having been named to accept service of process for the above stated company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ALESSANDRO MERCIA
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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