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CR2E031(10/92)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 17, 1995

JIM GARCIA 10745 SW 110TH TERRACE MIAMI, FL 33176

SUBJECT: AMERICAS BUYING SERVICES INC.

Ref. Number: W95000003723

We have received your document for AMERICAS BUYING SERVICES INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

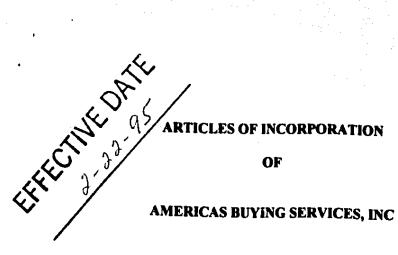
The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley Corporate Specialist

Letter Number: 395A00007303



ARTICLE 1 - NAME

The name of this Corporation is Americas Buying Services, Inc

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on February 22, 1995.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issued 20,000 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is Jose M. Garcia, 10745 S. W. 110 Terrace, Miami, Florida, 33176.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

NAME

ADDRESS

Jose M. Garcia

10745 S. W. 110 Terrace Miami, Florida, 33176

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ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extend permitted by law.

ARTICLE IX - 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Jose M. Garcia, 10745 S.W. 110 Terrace, Miami, Florida 33176.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of February of 1995.

JOSE M. GARCIA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, 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 DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

DATED THIS 22nd DAY OF FEBRUARY OF 1995.

JOSE M. GARÇIA