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03/... FAS-T CORPORATE AGENTS ... (305) 592-...1 ... P. 001

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FAX: (904) 922-4000

FROM: FAS-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI FL 33166-
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0039
FAX: (305) 592-9591

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NAME: VENESTER IMPORT & EXPORT CORP.

FAX AUDIT NUMBER: H95000002534 CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION OF

VENESTER IMPORT & EXPORT CORP.

We the undersigned, in order to form a corporation under and pursuant to the provisons of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be:

VENESTER IMPORT & EXPORT CORP.

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, wether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchases, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the right of said instruments and agreements.

Prepared By: Esther J. Puerta

3945 West 10th Ct.

Hialeah, Fl 33012

(305) 825-8603

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E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainments of the objects herein above specified to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to save outstanding at any time is 1000 shares of $1.00 par values.

IV

The amount of capital with which this corporation shall begin business shall be $1000.00

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at:

3945 W. 10th Ct.

Hialeah, Fl. 33012

VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than five (5) members.

VIII

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The name and address of the first Board of Directors, who shall, subject to these articles of incorporation, By-laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is (are) as follows:

CARLOS H. PUERTA 3945 W. 10th Ct. Hialeah, Fl. 33012

ESTHER J. PUERTA 3945 W. 10th Ct. Hialeah, Fl. 33012

IX

The registered agent and the registered office for this corporation is:

ESTHER J. PUERTA 3945 W. 10th Ct.

Hialeah, Fl. 33012

X

The name of the subscriber(s) to these Articles of Incorporation, is (are) CARLOS H. PUERTA - ESTHER J. PUERTA. The total aggregate amount of shares each agrees to take shall be de sum of 500 at $1.00 par value for a total amount of $1000.00. The address shall be:

3945 W. 10th Ct.

Hialeah, Fl. 33012

XI

The officer(s) of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

CARLOS H. PUERTA .....President & Treasurer

ESTHER J. PUERTA .....V. President & Secretary

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or when there are two or more stockholders owning stocks in the corporation, at a meeting held for that purpose stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their succesors are elected or appointed and have qualified. The Stockholders shall also elect such person(s) · fill the offices of: President, Vice-President, Secretary Treasurer and such other offices as are permited by the

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By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made Initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Esther J. Puerta

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Carlos H. Puerta
FDL # P-630 108 52 290 0

Esther J. Puerta
Resident Alien
A 26068900

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, The undersigned authority did personally appeared the persons known by me to be, Carlos H. Huerta and Esther J. Huerta who after being duly sworn, acknowledge the foregoing to be their act and deed

WITNESS my hand and seal this 27th day of February 1995.

FILED
95 MAR 6 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTARY PUBLIC, STATE OF FLA.
Georgina Curbelo

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP JUNE 27,1995
BONDED THRU GENERAL INS. UND.

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