P95000041929

[illegible]

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

COMPANY NAME : *KEYDICI INTERNATIONAL, CO.*

FROM: CARLOS [illegible]
4711 NW 72 AVE, STE [illegible]
MIAMI, FL 33166.

ENCLOSE: ARTICLES OF INCORPORATION,

REGISTERED AGENT AND

CHECK FOR $75.00.

95 MAY 24 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800001498478
-05/24/95--01079--001
*****75.00 *****75.00

5/30/95

ARTICLES OF INCORPORATION

OF

KEYDICI INTERNATIONAL, CO.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, has (they) executed the following document as incorporator of the above corporation, organized under the law of the State of Florida, and all rights, duties and obligations of the undersigned as incorporators, thereof the corporation, are to be determined in accordance with the the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

KEYDICI INTERNATIONAL, CO.

ARTICLE II

This corporation shall commence existence upon the filing of these articles of incorporation by the Department of State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address shall be:

9631 Fountainebleau Blvd # 306
Miami, Fl 33172.

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 10,000 shares, having an individual par value of $0.01.

Unless otherwise stated in these articles, or in amendment to these articles; there shall be only one(1) class of stock of this corporation.

ARTICLE V

The general nature of the business and objects and purposes proposed to be transacted and carried out by the corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz: To engage in every aspect of import and export as well as all kind of services related to this activity and

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name; To sue and be sued, complain, and defend in its corporate name and in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, government district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its franchises, an income;

(continue)

LEYDICI INTERNATIONAL, CO.

ARTICLE V [illegible]

To lend money [illegible] corporate purposes, invest and reinvest its funds, [illegible] real and personal property [illegible] the payment of funds so loaned or invested;

To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state for the administration;

To make donations for the public welfare or for charity, scientific, or educational purposes;

To transact any lawful business, which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees and for any of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, join venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he-she is or was a director, officer, employee or agent of the corporation to the full extend as permitted by Florida Statue S607.014.

[illegible] INTERNATIONAL, CO.

ARTICLE VI

[illegible] and incorporators [illegible] of the person and her name and [illegible] as well as her [illegible].

[illegible] President/Treasurer/Secretary
5601 Fountainebleau Blvd # 306,
Miami, FL 33122.

The undersigned has/have executed these articles of Incorporation this; day of , 19 .

Signature-Title:

[illegible]

Pursuant to the provisions of section 607.0501, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
[illegible] 55

1. The name of the corporation is:

[illegible] INTERNATIONAL, CO.

2. The name and address of the registered agent and office is:

Name...: [illegible]
Address: 9601 Fountainebleau Blvd # 306
Miami, FL 33172

Signature ------------------------------
(corporate officer)

Title.... PRESIDENT

Date..... 5-19-95

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 obligation of my position as registered agent.

SIGNATURE ------------------------------

DATE 5-19-95