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1492 W. FLAGLER ST
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MIAMI FL 33135 0-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
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NAME: FORTUNE IMPORT & EXPORT, INC.
FAX AUDIT NUMBER: H95000007549
DATE REQUESTED: 07/07/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: $122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 12:22:24
CERTIFICATE OF STATUS: 0
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Sandra B. Mortham
Secretary of State

July 7, 1995

EMPIRE CORPORATE KIT COMPANY
MIAMI, FL

SUBJECT: FORTUNE IMPORT & EXPORT, INC.
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Corporate Specialist

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(5)

ARTICLES OF INCORPORATION
OF
FORTUNE SA IMPORT & EXPORT, INC.

ARTICLE I-NAME

The name of this Corporation is FORTUNE SA IMPORT & EXPORT, INC.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue (FIVE HUNDRED)500 shares of One Dollars ($1.00) 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 ULISES TALAVERA, 8290 LAKE DR APT. 512, MIAMI, FL 33166.
The principal place of Business of the Corporation shall be P. O. BOX 527501, MIAMI, FL 33152.

PREPARED BY:
DAISY MARTINEZ
DEMAR ENTERPRISES ACCOUNTING SERVICES, INC.
1550 WEST 84th STREET #77
HIALEAH, FL 33014
PH (305)558-4947/558-3900
FAX (305)821-9794

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ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Director(s) initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than two (2). The name and address of the initial are:

NAME	ADDRESS
ULISES M. TALAVERA PRESIDENT - 250 SHARES	8290 LAKE DR APT. 512 MIAMI, FL 33166
ALBERTO R. SCAPPINI VICE-PRESIDENT - 250 SHARES	9551 FONTAINEBLEAU BLVD. #312 MIAMI, FL 33172

ARTICLES VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealded by either the Stockholder (s) or Director (s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent 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/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without inssuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is ULISES M. TALAVERA, 8290 LAKE DR APT. 512, MIAMI, FL 33166.

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ARTICLE XI-AMENDMENT

This Corporation reserves the right to maned 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 those Articles of Incorporation, this 7 days of July 1995.

Ulises M. Talavera

ULISES M. TALAVERA
PRESIDENT

ALS NIO SCAPPINI
VICE-PRESIDENT

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

First that FORTUNE SA IMPORT & EXPORT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named ULISES TALAVERA located at MIAMI, FLORIDA, County of DADE, State of Florida, as its agent to accept service of process within this sate.

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this July 7, 1995.

Ulises H. Talavera

ULISES TALAVERA
Registered Agent

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