



ARTICLES OF INCORPORATION  
OF  
ROMAFA AMERICAN CORPORATION

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The undersigned subscribers to these Articles of Incorporation each natural person competent to contract, hereby associates themselves to form a corporation under the laws of the State of Florida, providing for the formation, liability, rights privileges and immunities of a corporation for profit.

ARTICLE I  
NAME

The name of this corporation is: ROMAFA AMERICAN CORPORATION

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business, the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and as to the same extent as natural persons might or could do, viz:

1.- To engage in any and all lawful authorized business within the State of Florida.

2.- And, in general to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

3.- And, further, to borrow or to raise money for any purpose, of the company, and to secure the same interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create issue, draw, accept and negotiate bonds or mortgage, bills of exchange, promissory notes and other obligations or negotiable instruments.

ARTICLE III  
CAPITAL STOCK

the maximum number of shares of stock that this corporation is authorized to have outstanding at any time is (200) TWO HUNDRED SHARES of common stock at no par value.

ARTICLE IV  
AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than ONE THOUSAND DOLLARS (\$1000.00).

ARTICLE V  
TERM OF EXISTENCE

This corporation will have perpetual existence.

ARTICLE VI  
ADDRESS

The initial first office address of the principal office of this corporation in the State of Florida is: 1101 BRICKELL AVENUE, MIAMI, FL 33131.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and established branches and subsidiaries in any place within and without the United States.

ARTICLE VII  
DIRECTORS

The number of directors may be increased or diminish from time to time by the laws adopted by the stockholders, but shall never be less than ONE.

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who subject to the provisions of the Certificate Of Incorporation, the by-laws and the corporation 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:

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MARIA FRIDA VAZQUES  
ROSA V. MCSHERRY  
RENE ANDRES VALLE

PRESIDENT  
VICE-PRESIDENT  
TREASURY

1101 BRICKELL AVENUE  
MIAMI, FL 33131.

ARTICLE IX  
AMENDMENT

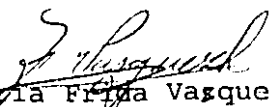
These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting of the stock entitled vote thereon.

ARTICLE X  
REGISTERED AGENT


Registered agent shall be : MARIA FRIDA VAZQUEZ  
and his principal registered office at: 1101 BRICKELL AVENUE,  
MIAMI, FL 33131.

ACKNOWLEDGEMENT

Having been named to accept service of process for ROMAFIA AMERICAN CORPORATION at the place designated in this article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
Maria Frida Vazquez  
Registered Agent

We, the undersigned, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hand signature and seal this

  
MARIA FRIDA VAZQUEZ  
INCORPORATOR

STATE OF FLORIDA )

COUNTY OF DADE )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take Acknowledgements, personally appeared MARIA FRIDA VASQUEZ to me well know to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and seal in the County and State named above,

