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TO: DIVISION OF CORPORATIONS FROM: RITA M. BALKINES
DEPARTMENT OF STATE 2027 SW 18 ST.
STATE OF FLORIDA MIAMI FL 33145-00000-5295
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SOUTH AMERICAN INVESTMENT CORP.
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CERTIFICATE OF INCORPORATION
OF
SOUTH AMERICAN INVESTMENT CORP.

WE, the undersigned, JESUS CRUZA, and ENRIQUE GARCIA and MANUEL DOMINGUEZ, acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, this Certificate of Incorporation, as by law provided.

I. NAM

The name of this corporation shall be:

SOUTH AMERICAN INVESTMENT CORP.

II. BUSINESS

The general nature of the business and businesses to be transacted as follows: Import & Export of general merchandise; and, To manufacture, buy, sell, trade and deal in all and every kind of material, product, manufactured or unmanufactured; to buy, acquire, hold, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, good will and other rights.

To erect, maintain, purchase or rent, hire, lease, let or otherwise acquire and dispose of buildings and structures convenient to carry on said business. To acquire, sell, mortgage, lease or otherwise acquire or dispose of real or personal property, necessary or convenient to such business.

To acquire, own, purchase or dispose of licenses and permits for the operation of said business. To acquire good will, rights and property of any person, firm association or corporation, and pay for the same in cash or stock of this company, fund or obligations of this company, or otherwise; and to hold or in any manner dispose of the whole or any part of the property so acquired.

Directly and/or through ownership of stock in any corporation, to purchase, lease, hire or otherwise acquire, hold, own, exchange, maintain, improve, alter, lease, sell convey or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this State, as shall be found necessary and convenient from time to time for the lawful purpose of this corporation.

This document prepared by: Rita Salcines (305) 443-1872
2827 SW 18 Street, Miami, FL. 33145

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences or indebtedness payable at a specified time or times.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness of this State or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, now counted as outstanding for the purpose of any stockholders' quorum or vote.

Without in any particular limiting any of the objects and powers of the corporation, it being expressly declared and provided that the corporation shall have power to carry on its business, or for the purpose of accomplishment of any of the purposes of attainment of any of the objects hereinabove mentioned, and 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 other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the laws of the State, and which now or hereafter may be authorized by law.

- III. **SHARES:** The authorized capital stock of this corporation shall consist of one class; namely, **COMMON STOCK**.

The authorized capital stock of this corporation shall consist of 100 shares of common stock, par value \$1.00.

Each share of common stock shall be entitled to one vote at all meetings of stockholders of the corporation.

- IV. **EXISTENCE:** The corporation shall have perpetual existence.
- V. **CAPITAL:** The amount of capital with which this corporation shall begin shall be \$100.
- VI. **REGISTERED AGENT/REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS:** The Registered Agent, registered office and principal place of business of the Corporation shall be:

REGISTERED AGENT: JESUS CRUZA

REGISTERED OFFICE/PRINCIPAL PLACE OF BUSINESS:
1440 S. DAYSHORE DR. APT. 906, MIAMI, FL. 33131

VII. NUMBER OF DIRECTORS: The number of directors of this corporation shall be not less than 1 nor more than 5, as provided by the By-Laws, and they shall hold office for one year or until their successors have been duly elected.

VIII. FIRST BOARD: The following shall constitute the first Board of Directors of the Corporation:

JESUS CRUZA, PRESIDENT
ENRIQUE GARCIA, VICE PRESIDENT

IX. SUBSCRIBERS: The names and post office addresses of the subscribers to the Certificate of Incorporation are as follows:

JESUS CRUZA
1440 S. DAYSHORE DR., APT. 906, MIAMI, FL. 33131
ENRIQUE GARCIA
3300 N.W. 192 ST., APT. 1406, AVENTURA, FL. 33180
MANUEL DOMINGUEZ
3931 NW 58 PLACE, MIAMI SPRINGS, FL. 33166

X. STOCKHOLDERS: The names of the stockholders of this Corporation, together with numbers of shares and value are as follows:

JESUS CRUZA	-	34 SHARES - \$34
ENRIQUE GARCIA	-	33 SHARES - \$33
MANUEL DOMINGUEZ	-	33 SHARES - \$33

The total aggregate amount of said stock is: 100 SHARES/\$100

XI. The incorporators hereby agree to be bound by and to proceed under the provisions of Section 1244, Internal Revenue Code.

XII. GENERAL PROVISIONS: (A) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

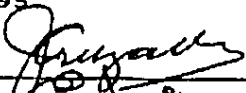
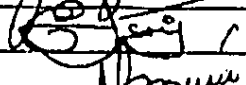

(B) The corporation shall have a first lien upon the shares of its stockholders and upon all dividends due them for any indebtedness by such stockholders to the corporation.

(C) Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(D) The corporation shall, at the first meeting of the stockholders, after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations as they may deem expedient or necessary for the regulation of the business and the conduct of the affairs of the corporation, and such other provisions as they may deem necessary for creating, dividing, limiting and regulating powers of the corporation and its stockholders and the Board of Directors and Officers and their tenure of office; providing such rules and regulations are not contrary to the laws of the State of Florida and this Certificate.

(E) These Articles may be amended, provided every amendment be approved by a majority of the Board of Directors and stockholders.

SUBSCRIBED at Miami, Dade County, Florida, this 21st day of AUGUST A.D., 1995

 (SEAL)
 (SEAL)
 (SEAL)

STATE OF FLORIDA }
COUNTY OF DADE } ss

I HEREBY CERTIFY that on this day before me, a Notary Public of the State of Florida, duly qualified and acting, personally appeared JESUS CRUZA, ENRIQUE GARCIA AND MANUEL DOMINGUEZ, to me well known, and being by me first duly sworn and cautioned, upon their oaths deposed and said that they acknowledged having signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22nd day of AUGUST, A.D., 1995.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

H95000009467



4
RITA M. SALCINES
My Commission Expires
Expires Jan. 28, 1997
Bonded by HAI
800-422-1805

FILED
95 AUG 28 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA