

ACCOUNTS DATA SYSTEMS, INC.
P96000019077

Hialeah, February 26, 1996

**FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL.**

200001726322
-02/28/96--01039--003
***122.50 ***122.50

REF. FDF USA, INC.

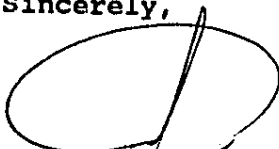
We are enclosing the Articles of Incorporation of

FDF USA, INC.

and the check for the amount of U.S. \$ 122.50.

Please send us the certificate of Incorporation.

Sincerely,



Arnulfo Rojas

FILED
96 FEB 28 AM 11:06
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FDF USA , INC.**

FILED
96 FEB 20 AM 11:06
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is: **FDF USA , INC.**

ARTICLE II

This Corporation is organized for the purpose of transacting any or all lawful business and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon Corporations organized under the laws under which the Corporation is organized, and any and all acts amendatory thereof and supplemental thereto.

To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, personal property, and any interest or right therein.

ARTICLE III

This Corporation is authorized to issue 1000 shares of \$ 1.00 , par value common stock. No other class of stock is authorized.

ARTICLE IV

The street address of the initial principal office of this Corporation is: **3000 N.W. 79TH AVE. # 5000-102
MIAMI FL. 33122-**

ARTICLE V

The name of the initial registered agent of this Corporation is: **GABRIEL MORALES**

The street address of the initial registered agent of this Corporation is: **3000 N.W. 79TH AVE. MIAMI FL. 33122**

ARTICLE VI

This Corporation shall have 1 Director (s) initially. The number of Director (s) may be either increased or diminished from time to time by the laws, but shall never be less than one.

The names and addresses of the initial Director (s) of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE LOPEZ PRESIDENT	3000 N.W. 79TH AVE. # 5000-102 MIAMI FL. 33122

ARTICLE VII

The name(s) and address(es) of the person(s) signing these Articles (are) (is):

<u>NAME</u>	<u>ADDRESS</u>
JOSE LOPEZ	3000 N.W. 79TH AVE. #5000-102 MIAMI, FL. 33122

ARTICLE VIII

The name(s) and address(es) of the initial Officer(s) of this Corporation (are) (is):

<u>NAME</u>	<u>ADDRESS</u>
JOSE LOPEZ MANAGER	3000 N.W. 79TH AVE. #5000-102 MIAMI FL. 33122

ARTICLE IX

This Corporation shall have all of the Corporate Powers enumerated in the Florida General Corporation Act. The board of Directors and the Shareholders shall have the power to adopt, alter, amend or repeal the by-laws of this Corporation.

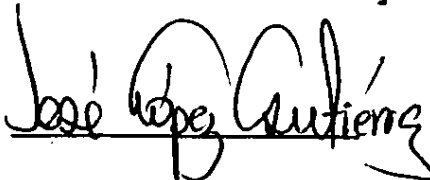
ARTICLE X

The Corporation shall indemnify any and all Officer(s) or Director(s), or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the Corporation.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

In WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19th day of FEBRUARY, 1996



STATE OF FLORIDA)

) SS

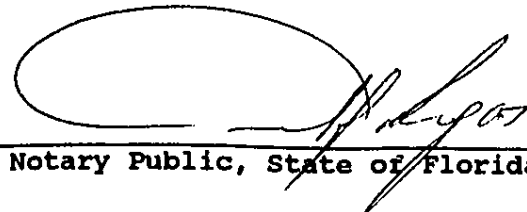
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above personally appear

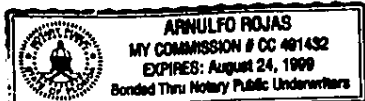
JOSE LOPEZ

known to me and know me to be persona(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official seal, in the State and County aforesaid, this 19TH day of FEBRUARY, 1996



Notary Public, State of Florida at Large



My commission exp. :08/24/99

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Charter 48.091 Florida Status, the following is submitted, in compliance with said Act:

FIRST, FDF USA, INC

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of MIAMI County of DADE. State of Florida, has name

GABRIEL MORALES located at

3000 N.W. 79TH AVE.

City of MIAMI, County of DADE

State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designed in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Gabriel Morales
Resident Agent

FILED
95 FEB 28 AM 11:06
TALLAHASSEE, FLORIDA