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3/21/96 FLORIDA DIVISION OF CORPORATIONS 1:42 PM

(((H96000004100))) PUBLIC ACCESS SYSTEM
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TO DIVISION OF CORPORATIONS FROM: FAB-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 80-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
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FAX: (305) 592-9591

(((H96000004100))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PIERCE & WONG IMPORT/EXPORT, INC.
FAX AUDIT NUMBER: H96000004100 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/21/1996 TIME REQUESTED: 13:42:15
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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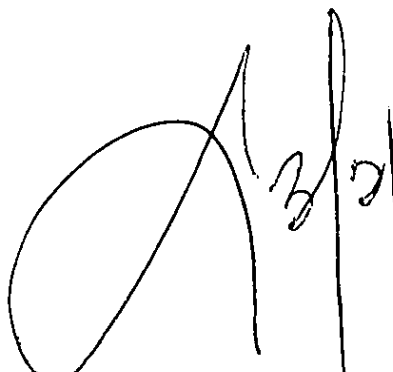
** ENTER 'M' FOR MENU. **

3/21/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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**ARTICLES OF INCORPORATION
OF
PIERCE & WONG IMPORT / EXPORT, INC.**

ARTICLE I- NAME

The name of this Corporation is **PIERCE & WONG 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 and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Dollar (\$50.00) 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:

ANA V PIERCE, 350 Madeira Ave No 3, Coral Gables, Florida 33134.

The Principal Place of Business of the Corporation shall be 350 Madeira Ave No 3, Coral Gables, FL 33134.

ARTICLE V- INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one

(1). The name and address of the initial Director is:

NAME

**ANA V PIERCE
PRESIDENT**

ADDRESS

**350 Madeira Ave No 3
Coral Gables, FL 33134**

NAME

**ANTONIO WONG
VICE-PRESIDENT**

ADDRESS

**Heroe Militar No 164
Ojo Caliente IV CP 20197
Aguascalientes, Ags**

PREPARED BY:

**Rafael R. Martinez
Demar Enterprises Accounting Services, Inc.
1550 West 84th. Street, Suite 77
Hialeah, Florida 33014
Ph: (305) 558-4947 Fax: (305) 821-9794**

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ARTICLE VII- LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed 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 issuance of fractional shares) at the price at which it is offered to others.


ARTICLE X- INCORPORATOR

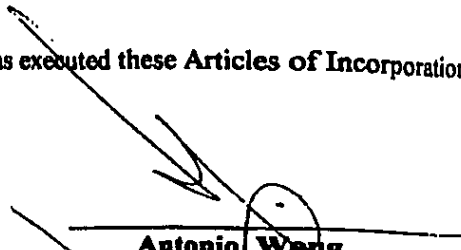
The persons signing these articles are Ana V Pierce & Antonio Wong.

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 these Articles of Incorporation, this 16 of March of 1996.


Ana V. Pierce
President


Antonio Wong
Vice-President


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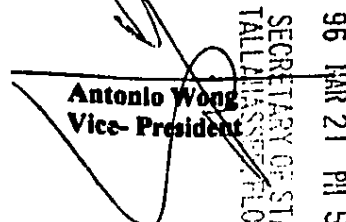
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 office/registered agent, in the State of Florida.

First that **PIERCE & WONG 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 **Ana V. Pierce**, located at Miami, County of Dade State of Florida, as its agent to accept service of process within this state.

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.


Ana V. Pierce
President


Antonio Wong
Vice-President

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