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FAX: (305) 541-3770

((H96000000172))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GELIMAYA INTERNATIONAL DISTRIBUTORS INC.,
FAX AUDIT NUMBER: H96000000172 CURRENT STATUS: REQUESTED
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DIVISION OF CORPORATIONS

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Jaquin A. Alemani
901 Ponce de Leon Blvd.

Suite 500

Coral Gables, FL 33134

(305) 442-1755

FBN. 276235

ARTICLES OF INCORPORATION

OF

GELIMAYA INTERNATIONAL DISTRIBUTORS INC.

FILED
95 MAY 1 PM 4:30
CLERK OF COURT
JUL 1 1995

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is GELIMAYA INTERNATIONAL DISTRIBUTORS INC. The principal place of business is 901 Ponce de Leon Boulevard, Suite 500, Coral Gables, Florida 33134.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of

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Five Hundred (500) Shares of Common Stock of One (\$1.00) Dollar par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be pre-emptive rights granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT

The initial registered agent of this corporation and her address are as follows:

JOAQUIN A. ALEMANY
901 Ponce de Leon Boulevard
Suite 500
Coral Gables, Florida 33134

ARTICLE VI

BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) but the By-laws may provide for the increase or decrease in the number thereof, provided that the number of directors shall never be less than one (1).

2. The corporation shall initially have three (3) directors. The names and addresses of the initial directors are as follows:

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BELTIMA GUTIERREZ DE BLANCO
901 Ponce de Leon Boulevard
Suite 500
Coral Gables, Florida 33134

JOSE MANUEL BLANCO GUTIERREZ
901 Ponce de Leon Boulevard
Suite 500
Coral Gables, Florida 33134

PATRICIA BLANCO GUTIERREZ
901 Ponce de Leon Boulevard
Suite 500
Coral Gables, Florida 33134

MILAGROS BLANCO GUTIERREZ
901 Ponce de Leon Boulevard
Suite 500
Coral Gables, Florida 33134

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation are as follows:

CORPORACION GELINAYA, C.A.
c/o Joaquin A. Aleman
901 Ponce de Leon Boulevard
Suite 500
Coral Gables, Florida 33134

ARTICLE VIII

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

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2. No person shall be required to own hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or director, and any former officer or director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter and repeal by-laws shall be in the Board of Directors of the corporation or in the stockholders; by-laws adopted by the Board of Directors may be altered or repealed by the stockholders or vice versa, except that the stockholders may prescribe in any by-law made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid this 29th day of February, 1996.

CORPORACION GELINAYA, C.A.

By: 
BELINDA GUTIERREZ DE BLANCO
President

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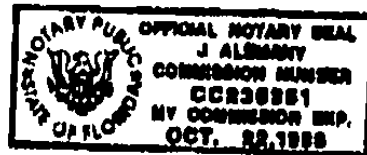
STATE OF FLORIDA)
COUNTY OF DADE) SS

The foregoing Articles of Incorporation was executed this
29th day of February, 1996 by HELTINA GUTIERREZ DE BIANCO,
President of CORPORACION GELINAYA, C.A. who produced Venezuelan
Passport as identification.

J. D.
Notary Public

JOAQUIN A. ALEMANY
Printed Name of Notary

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

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST -- That GULIMAYA INTERNATIONAL DISTRIBUTORS INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, has named JOAQUIN A. ALEMANY located at 901 Ponce de Leon Boulevard, Suite 500, Coral Gables, Florida 33134 as its agent to accept service of process within the state.

ACKNOWLEDGMENT

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

By _____
Registered Agent

SECRETARY
STATE
TALLAHASSEE
FLORIDA

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