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CORPORATION

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS ENTERPRISES, INC.
4521 KIA BLVD., S-211
PALM BEACH GARDENS FL 33410-0000
CONTACT: FRANK A RODRIGUEZ
PHONE: (407) 694-8107
FAX: (407) 694-1639

(((H96000007885))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LAPISA USA INC.
FAX AUDIT NUMBER: H96000007885
DATE REQUESTED: 06/05/1996
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Note: Filing to be
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Thanks.

EFFECTIVE DATE
5/30/96

Handwritten signature and date 6/5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

H96000007085

**Articles of Incorporation
of
Lapisa USA Inc.**

Article I. Name

The name of this Florida corporation is:
Lapisa USA Inc.

Article II. Address

The mailing address of the Corporation is:

Lapisa USA Inc.
215 Seminole Avenue
Palm Beach FL 33480

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value \$.001 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
4521 PGA Boulevard • Suite 211
Palm Beach Gardens FL 33418-3967
(407) 694-8107

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Han Van Veen
David R. Jones

Article VI. Incorporator

The name and address of the incorporator is:

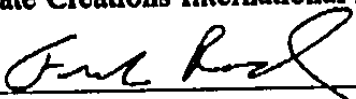
Corporate Creations International Inc.
4521 PGA Boulevard • Suite 211
Palm Beach Gardens FL 33418-3967

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective May 30, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on June 5, 1996

Corporate Creations International Inc.

By: 
Frank A. Rodriguez President

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Corporate Creations International Inc.
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(407) 894-8107

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CORPORATE CREATIONS

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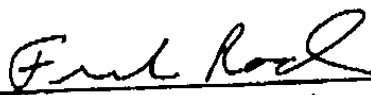
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Lapisa USA Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Frank A. Rodriguez, President

Date: June 5, 1996

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Corporate Creations International Inc.
4521 PGA Boulevard • Suite 211
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