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6/20/98

FLORIDA DIVISION OF CORPORATIONS

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FROM: EMPLOYE CORPORATION KILL COMPANY

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100 W. WALKER ST.

STATE OF FLORIDA

SOUTH 200

409 EAST GAYNES STREET

MIAMI FL 33136

TALLAHASSEE FL 32310

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TAI PAN INTERNATIONAL TRADE, CORP.

FAX AUDIT NUMBER: H90000008670

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PREPARED BY:
ELYANE BECHTINGER
B&L Business Legal
141 NE 3rd Ave
Suite #206
Miami, FL 33132
305.373.6211

ARTICLES OF INCORPORATION

(5)

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: TAT PAN INTERNATIONAL TRADE, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

9173 SOUTH WEST 138TH PLACE
MIAMI, FLORIDA 33186

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

9173 SOUTH WEST 138TH PLACE
MIAMI, FLORIDA 33186

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

KATIA ALVES GIGLI

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SECRETARY OF STATE
ALBANY, NEW YORK

H9 600 0008676

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ARTICLE VI – INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ¹ DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

KATIA ALVES GIGLI
PRESIDENT & DIRECTOR

ARTICLE VII – INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

KATIA ALVES GIGLY
9173 SW 138TH PLACE
MIAMI, FL. 33186

ARTICLE VIII – INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX – MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X – BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 18TH DAY OF JUNE OF 1996.

Incorporator

H9600008676

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT TAI PAN INTERNATIONAL TRADE, CORP DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

KATIA ALVES GIGLI

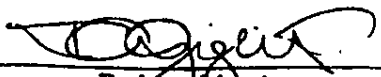
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
TAI PAN INTERNATIONAL TRADE, CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS:

18TH DAY OF JUNE , 1996.


Registered Agent

H9 600 0008676



H9 6000008676

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

KATIA ALVES GIGLI

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

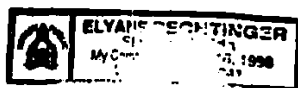
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 18TH DAY OF JUNE, 1996.

A handwritten signature in cursive script, likely belonging to the Notary Public.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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