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FILED

TRANSMITTAL LETTER

96 JUL 15 AM 10:59

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32314

Subject: ANDES PACIFIC CORPORATION

(proposed corporate name)

Enclosed please find an original and one copy of the article of incorporation for the above corporation and check in the amount of \$ 28.75.

From:

Jose ESCARPIO

275 FOUNTAIN BLVD # 171

MIAMI, FL 33172

300001894883  
-07/16/96--01121--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

PH  
7/18/96

ARTICLES OF INCORPORATION  
OF  
ANDES PACIFIC CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

ANDES PACIFIC CORPORATION

ARTICLE II - ADDRESS

The address of the principal office until further notice  
is: 11116 S.W. 134 Place, Miami, FL 33186.

ARTICLE III - CAPITAL STOCK

The number of shares that this corporation is authorized  
to have outstanding is one thousand (1,000) common shares  
at one (\$1.00) dollar par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is: Luis  
Villalon and the registered office is 11116 S.W. 134 Place,  
Miami, FL 33186.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these  
Articles of Incorporation is:

Luis Villalon  
11116 S.W. 134 Place  
Miami, FL 33186

ARTICLE VI - DURATION

This corporation shall have a perpetual existence unless  
dissolved according to law.

#### ARTICLE VII - PURPOSE

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The purposes for which this corporation is organized are:

- (a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.
- (b) To operate any legal business at the wholesale or retail level (or both) including but not limited to an export-import operation or related.

#### ARTICLE VIII - INDEMNIFICATION

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This corporation shall indemnify any officer or director, or any agent, to the full extent permitted by law.

#### ARTICLE IX - INITIAL BOARD OF DIRECTORS

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The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of one director as follows:

Luis Villalon                      Director, President and Treasurer  
11116 S.W. 134 Place, Miami, FL 33186

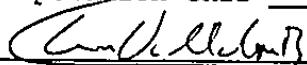
#### ARTICLE X - BY-LAWS

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The Board of Director shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

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The undersigned incorporator has executed these Articles of Incorporation this 09 day of July 1996.

, Luis Villalon

CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE

96 JUL 15 AM 10:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

1. The name of the corporation is \_\_\_\_\_

ANDES PACIFIC CORPORATION

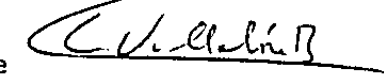
2. The name and address of the registered agent and office is:

Name Luis Villalon

Address 11116 S.W. 134 Place, Miami, FL 33186

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature



Treasurer

Title

Date 07-07-96

ACCEPTANCE BY AGENT

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 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

Signature



Date 07-07-96