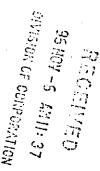


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ARTICLES OF INCORPORATION

OF

PAULY U.S.A. II CORP.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

PAULY U.S.A. II CORP.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business of said corporation shall be at: 7420 S.W. 42ND STREET MIAMI FL 33155

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred Shares

Articles of Incorporation

ARTICLE IV

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Manuel De Pena 5800 S.W. 127th Ave. Miami Fl 33183

ARTICLE V

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

NAME

ADDRESS

Manuel De Pena-President

5800 S.W. 127th Ave. #2404

Miami Fl 33183

Paula Estrella-Treas./Secret.

5800 S.W. 127th Ave.#2404

Miami Fl 33183

Articles of Incorporation

IN WITNESS WHEREOF, WE, the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this the 31th day of October 1996

WITNESSES

Kaltusky Wlelysky

Manuel De Pena-Président

Blisc Massacce | Paula Estrella-Treas./Secret.

STATE OF FLORIDA)
SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Manuel De Pena and Paula Estrella who are known to me to be the persons described in and who executed the foregoing Articles of Incorporation and who, after being by me first duly sworn, on oath, depose and say and do acknowledge before me, that the said Articles to be the act and deed of the signers respectively and the facts and matters therein set forth are true and correct.



Notary Public

CERTIFICATE DESIGNATING RESIDENT AGENT

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: PAULY U.S.A. II CORP.
- The name and address of the registered agent and office is: Manuel De Pena 5800 S.W. 127th Ave. Miami Fl 33183

Corp.Officer: Manuel De Pena President

Date: October 31, 1996

Having been named to accept service of process for the above stated corporation at 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.

Manuel De Pena

October 31, 1996

STATE OF FLORIDA)
SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named to take acknowledgements, personally appeared Manuel De Pena to me known to be the person described as the Resident Agent, and who executed the foregoing Certificate and acknowledged before me that he executed the foregoing Certificate Designating Resident Agent. IN WITNESS WHEREOF, I set my hand and official seal in the County and State named above, this 31 day of October 1996



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