

P96000102798

12/19/96

Division of Corporations

Please find enclosed our
money order for \$70 for filing
for LUDINA, CORP.

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-12/26/96--01052--001
*****70.00 *****70.00

Please send back via Airborne Express
using prepared AWB.

Thanks

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Ludina Corp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
LUDINA CORP.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I- NAME

The name of this corporation is LUDINA CORP.

ARTICLE II- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to import, export machinery, parts, and all other articles, commodities, act as principals or as purchasing agents for others, to act as real estate developer, real estate owner, to develop agricultural properties and to breed, sell cattle or other animals and to invest in such ventures in the United States as well as abroad.

To manufacture, purchase or otherwise acquire, and to own, mortgage, sell, assign, transfer or otherwise dispose of and to invest in, trade in and deal with goods, wares, merchandise, real and personal property and services of every class, kind and description; to develop proprietary computer programs, apply for copyrights and patents whenever applicable and to actively pursue to protect said copyrights and patents.

To conduct business in, have one or more offices, buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and all other states, districts, territories, countries or colonies.

To contract debts and borrow money, issue and sell or pledge bonds, debenture, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other

instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any shares of capital stock, script, warrants, rights, bonds, debentures, notes, trusts, receipts and other securities, obligation closes in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust or persons public or private, or by the Government of the United States, or by any foreign government, or by any state, territory, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

In general, to carry on any other business in connection with the foregoing, and to have and to exercise all the powers conferred by the Laws of the State of Florida upon corporations formed under its laws and to do any or all things herein before set forth to the same extent a natural person might or could.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock at a par value of \$0.01 one cent each.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services. At just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin business with will be not less the \$100.00 one hundred dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of this corporation in the State of Florida is 8009 NW 36 ST Suite 230 ,Miami, Fl . 33166 The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be described by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, and any person who serves at the request of this corporation, from and against all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability as to which adjudged that such officer or director is liable for negligence or willfull misconduct in the performance of his/her duties.

The rights accruing to any person under the foregoing shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein be contained restrict the right of the corporation to indemnify or remiburse such person in any preoper case even though not specifically herein provided for.

No contracts or other transaction between this corporation and any other coporation, and no act of this coporation shall any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or othwerwise interested in or are director or officer of , such other coporation; any director individually, or any firm of which any director may be a member or a party to, or may be pecuniarily or othwerwise interested in, any contract or transaction of the corporation provided that the fact that he/she or such firm so interested shall be disclosed or shall

have been known to the Board of Directors or such members thereof shall be present at any meeting of the Board at which such action of any such contract or transaction who is also a director or officer of such other corporation or is interested to be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - DIRECTOR

The name and address of the first Board of Directors is:

| Name | Address |
|--------------|--|
| Dora Perdomo | 8009 N.W. 36 St Suite 230 Miami, Fl 33166 |

ARTICLE IX - OFFICER

| Name | Address | Title |
|--------------|---|--|
| Dora Perdomo | 8009 N.W. 36 St Suite 230 Miami Fl 33166 | President, V.P., Treasurer Secretary |

ARTICLE X - SUBSCRIBER

| Name | Address |
|--------------|---|
| Dora Perdomo | 8009 N. W. 36 St Suite 230 Miami, Fl 33166 |

D. Perdomo

ARTICLE XI - RESIDENT AGENT

Name

Address

Dora Perdomo

8009 N.W. 36 St Suite 230
Miami Fl 33166

I hereby accept and understand all of my obligations and duties as Resident Agent for this corporation.

J. Perdomo
Resident Agent

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF the parties to these Articles of Incorporation have hereunto set their hands and seals this 16th day of December 1996.

Miriam Rodriguez Perez (SEAL)
MIRIAM RODRIGUEZ PEREZ
NY COMMISSIONER # 6622307
EXPIRES: September 15, 1998
NOTARY PUBLIC Notary Public Underwriters

NOTARY
PUBLIC

FILED

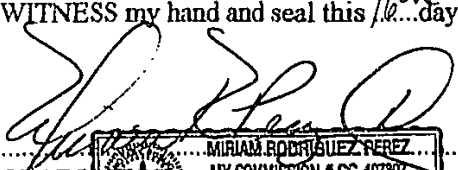
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County aboved name, to take acknowledgements, personally appeared Dora Perdomo to me known to be the person described as subscribers and officer in and who executed the foregoing Articles of Incorporation, and acknowledge before me that he has subscribed to the Articles of Incorporation .

WITNESS my hand and seal this 16th day of December 1996


.....(SEAL)
NOTARY SEAL
MIRIAM RODRIGUEZ PEREZ
MY COMMISSION # CC 407307
EXPIRES: September 14, 1998
Bonded Thru Notary Public Underwriters