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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TROPI-NORTE, INC.

AUDIT NUMBER.....H97000000324

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION OF

TROPI-NORTE, Inc.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: Tropi-Norte, Inc.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is one thousand (1,000), all of which shall be common shares with a par value of one dollar (\$1.00).

Article V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others).

Prepared By:
Jilma M. Lasso, Esq.
782 NW LE Jeune Road
Suite 440
Miami, FL. 33126
Tel. (305) 445-0554
FL. Bar No. 932663

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Article VI. INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The name and address of the initial Registered Agent and principal office address of this corporation is:

Initial Registered Agent
Jilma M. Lasso, Esq.
782 N.W. Le Jeune Rd.
Suite 440
Miami, Florida 33126

Principal Office Address
15226 S.W. 111 Street
Miami, Florida 33196

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially who shall serve until his successor, if any, is selected at the annual meeting of the shareholders. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Carlos Alvarez
15226 S.W. 111 Street
Miami, FL 33196

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation are:

President:	Carlos Alvarez 15226 S.W. 111 Street Miami, FL 33196
Vice President:	Carlos Alvarez 15226 S.W. 111 Street Miami, FL 33196
Secretary:	Carlos Alvarez 15226 S.W. 111 Street Miami, FL 33196
Treasurer:	Carlos Alvarez 15226 S.W. 111 Street Miami, FL 33196

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Article IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Carlos Alvarez
15226 S.W. 111 Street
Miami, FL 33196

Article X. BY LAWS

The power to adopt, alter, amend or repeal the by laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation.

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

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Article XIV. INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of January, 1997.

Witness

[Signature]
[Signature]

[Signature]
 Carlos Alvarez

STATE OF FLORIDA }
 COUNTY OF DADE } ss:

BEFORE ME, the undersigned authority, personally appeared CARLOS ALVAREZ, to me known to be the person who executed the foregoing Articles of Incorporation or who produced a ^{Venezuelan Report} Florida Driver's License as identification and he acknowledged to the before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3 day of January, 1997.

My commission expires:



ETELOVE C. CARMA
 COMMISSION # CC 911215
 EXPIRES NOV 31, 1999
 BONDED THRU
 ATLANTIC BONDING CO. INC.

[Signature]
 NOTARY PUBLIC, State of Florida
 at Large

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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted in compliance with said Act:

First, Tropi-Norte, Inc., desiring to organize under the laws of the State of Florida, with its principal office indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named Jilma M. Lasso, Esq., located at City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

Jilma M. Lasso
REGISTERED AGENT

Prepared By:

Jilma M. Lasso, Esq.
782 NW Le Jeune Road
Suite 440
Miami, FL. 33126
Tel. (305) 445-0554
FL. Bar NO.: 932663

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