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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: RORAIMA TRADING, INC.

AUDIT NUMBER.....H97000001196

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

CERT. OF STATUS..0

PAGES..... 5

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1-24-97

NO.018 002

ARTICLES OF INCORPORATION H970000001196

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

This corporation shall be a subsidiary of Administradora Rolando S.A., a Venezuelan Corporation.

I.

The name of this corporation is:

MORAIMA TRADING, INC.

II.

This corporation is authorized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

III.

This corporation is authorized to issue 1000 share of 1.00 par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

IV.

Except by otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

V.

This corporation shall commence its existence on the 24th day of JANUARY, 1997 and shall exist perpetually thereafter unless sooner dissolved according to law.

Prepared by: Beatriz J. Osorio
6021 S.W. 115 Avenue
Miami, FL 33173
(305) 642-3166

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATIONVI.

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

VII.

The street address of the initial office of this corporation is 6021 S.W. 115 Avenue, Miami, FL 33173 and the name of the initial registered agent is BEATRIZ J. OSORIO whose address is 6021 S.W. 115 Avenue, Miami, FL 33173.

VIII.

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The names and addresses of the initial directors of this corporation are:

BEATRIZ J. OSORIO
6021 S.W. 115 Avenue
Miami, FL 33173

IX.

The names and addresses of the persons signing these Articles of Incorporation are:

BEATRIZ J. OSORIO
6021 S.W. 115 Avenue
Miami, FL 33173

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ARTICLES OF INCORPORATIONX.

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

XI.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors of officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of his corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

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XII.

The private of the stockholders shall not be subject to the payment or the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have execute these Articles of Incorporation this 17th day of January, 1997.



SUBSCRIBER

SUBSCRIBER

STATE OF FLORIDA)
SS:
COUNTY OF DADE)

BEFORE ME, A Notary Public authorized to take acknowledgements in the State of Florida, County of Dade, personally appeared , BEATRIZ J. OSORIO known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Dade, this 17th day of January , 1997 .


NOTARY PUBLIC, State of Florida

LAZARO R. DIAZ
Notary Public, State of Florida
My Comm. Expires JULY 30, 1998
No. CC 377427
Bonded thru Official Notary Service

My commission expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, Florida STATUTES
THE FOLLOWING IS SUBMITTED:

FIRST THAT: **ROHAIMA TRADING, INC.**

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Miami
STATE OF Florida, HAS NAMED BEATRIZ J. OSARIO LOCATED AT
6021 S.W. 115 Avenue, STATE OF
Florida, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 

TITLE President

DATE January 17, 1997

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

DATE January 17, 1997

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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