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EMPIRE CORPORATE KIT

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EMPIRE CORPORATE KIT
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: OPTI-MARKET USA CORPORATION

AUDIT NUMBER.....H97000002891

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1997

EMPIRE

SUBJECT: OPTI-MARKET USA CORPORATION
REF: W97000004073

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Neyssa Culligan
Document Specialist

FAX Aud. #: H97000002891
Letter Number: 197A00008898

H97000002841

ARTICLES OF INCORPORATION
OF
OPTI-MARKET USA CORPORATION

ARTICLE I. CORPORATE NAME.

The name of this corporation is:
OPTI-MARKET USA CORPORATION

Its principal an mailing address is:
11758 SW 108 LANE
MIAMI FL. 33186

ARTICLE II. NATURE OF BUSINESS AND POWERS.
The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.
The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is FIVE HUNDRED shares (500) of common stock having a par value of one dollar (US\$1.00) per share. The board of Directors may increase the capital and the numbers of shares as an amendment to the By-Laws.

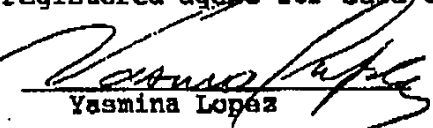
ARTICLE IV. TERM OF EXISTENCE.
This corporation shall have perpetual existence commencing upon filing of this articles.

ARTICLES V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.
The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

YASMINA LOPEZ
11758 SW 108 LANE
MIAMI FL. 33186

I hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Accepted:


Yasmina Lopez

The board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Electronic Filing
Pre-Paid by:
Alejandro C. Constantino
728 SW 100 CT CIRCLE
Miami Fl. 33174
Phone (305) 221-8054

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ARTICLE VI. BOARD OF DIRECTORS.

This corporation shall have TWO (2) directors initially. The numbers of directors may be increased or diminished from time to time by Bylaws adopted by the stockholder, by shall never be less than two.

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this corporation and their address are:

YASMINA LOPEZ
President
11758 SW 108 LANE
MIAMI FL. 33186

CLARA TAVARES
Vice-President/Secretary
11758 SW 108 LANE
MIAMI FL. 33186

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The person named as the initial Director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

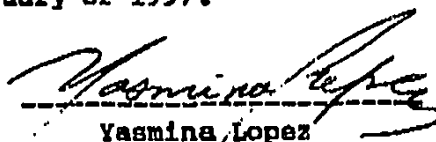
The name and street address of the person signing these Articles of Incorporation as the incorporator is:

YASMINA LOPEZ
11758 SW 108 LANE
MIAMI FL. 33186

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provide 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

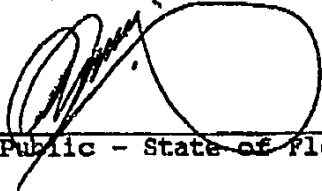
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation of this 17th days of February of 1997.-


Yasmina Lopez

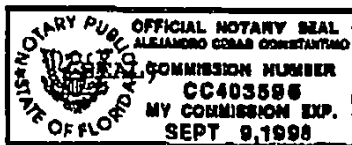
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STATE OF FLORIDA
COUNTY OF STATE

BEFORE ME, Alejandro C. Constantino, a Notary Public,
personally appeared Yasmira Lopez, to me Known to be
the person described as Incorporator and who executed the
foregoing Articles of Incorporation, and acknowledged before
me that he subscribed to these Articles of Incorporation on
this 17th days of February of 1997.-



Notary Public - State of Florida



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