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Perez Behar & Assoc. Inc. 1473chi: El 10th Avenua N. Miami, FL 33161

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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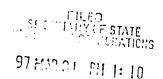
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ARTICLES OF INCORPORATION OF VENEZUELAN ART & CRAFT, CORP.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of this corporation shall be:

VENEZUELAN ART & CRAFT, CORP.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

It shall have the authority to issue 100 shares of stock, all of one class, with \$1.00 par value.

ARTICLE IV

The corporation shall begin with \$100.00 capital.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is: 8888 S.W. 131ST. CT. SUITE 205 MIAMI, FL. 33186

ARTICLE VII

The number of directors constituting its initial Board of Directors is whose name(s) and address(es) is(are):

MELWIL VIVIAN GIMENEZ 100% 8888 S.W. 131ST. CT. SUITE 205 MIAMI, FL. 33186

ARTICLE VIII

The name and address of the subscriber is:

MELWIL VIVIAN GIMENEZ 8888 S.W. 131ST. CT. SUITE 205 MIAMI, FL. 33186

ARTICLE IX

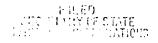
Permanent agent and address for the corporation is:

PEREZ BEHAR & ASSOCIATES, INC. 14730 N.E.10TH AVE. N MIAMI, FL. 33161

ARTICLE X

Shareholders shall be entitled to preemptive rights.

ELWIL VIVIAN GIMENEZ



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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 VENEZUELAN ART & CRAFT, CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA HAS NAMED PEREZ, BEHAR & ASSOCIATES, INC. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature forwa Charles 3
MELWIL VIVIAN GIMENEZ

Title PRESIDENT

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

Signature //

RAMON PEREZ

PEREZ, BEHAR & ASSOCIATES, INC.

Date 3-26-97