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MIAMI, FLORIDA 33131  
13051 372-1888  
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April 30, 1997

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Fusco Import Export, Inc.

300002177433--3  
-05/13/97--01110--008  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation of Fusco Import Export, Inc. Also enclosed is a check in the amount of \$122.50 payable to the Department of State. Please forward to this office a stamped copy of the Articles of Incorporation in the enclosed envelope.

Thank you in advance for your consideration of this matter.

Sincerely yours,

*Federico M. Macia*  
Federico M. Macia

FILED  
97 MAY 13 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Don*  
5/16/97

**ARTICLES OF INCORPORATION  
OF  
FUSCO IMPORT EXPORT, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1. NAME**

The name of the Corporation is Fusco Import Export, Inc.

**ARTICLE 2. ADDRESS**

The initial address of the principal office of the Corporation, and the mailing address of the Corporation, is: 8244 N.W. 14 Street, Miami, FL, 33126.

**ARTICLE 3. COMMENCEMENT**

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Department of State.

**ARTICLE 4. PURPOSE**

The Corporation is organized for the purpose of engaging in and transacting any and all lawful business.

**ARTICLE 5. SHARES**

The aggregate number of shares that the Corporation is authorized to issue is one thousand (1000) shares. Such shares: (i) shall be of a single class, which shall be called common shares; (ii) shall have a par value of \$.01 per share; (iii) shall have unlimited voting rights; and (iv) shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE 6. PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights pursuant to Section 607.0630 of the Florida Statutes.

#### **ARTICLE 7. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation, and the name of the initial Registered Agent of the Corporation at that office, is:

Name

Federico M. Maciá, Esq.

Address

848 Brickell Avenue, Suite 601  
Miami, FL 33131

#### **ARTICLE 8. INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of three (3) persons. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but the number of Directors shall never be less than one (1). The name and address of each initial Director of the Corporation is:

Name

Giusseppe Fusco

Address

Calle Boyaca 101-103  
Edif. Confort, PH  
Maracay, Venezuela

Patrizia Fusco

Calle Boyaca 101-103  
Edif. Confort, PH  
Maracay, Venezuela

#### **ARTICLE 10. INCORPORATOR**

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

Name

Federico M. Maciá, Esq.

Address

848 Brickell Avenue, Suite 601  
Miami, FL 33131

#### **ARTICLE 11. BYLAWS**

The power to adopt, alter, amend, and repeal the Bylaws of the Corporation shall be vested in the Board of Directors, but any alteration, amendment, or repeal of the Bylaws must be

approved by a majority of the Shareholders.

#### **ARTICLE 12. INDEMNIFICATION**

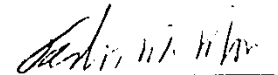
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation.

#### **ARTICLE 13. INCORPORATOR**

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

Federico M. Maciá, Esq.  
Maciá & Maciá  
848 Brickell Avenue, Suite 601  
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 30th day of April, 1997.



Federico M. Maciá, Esq.  
Incorporator

#### **ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Fusco Import Export, inc. at the place designated in the Articles of Incorporation, I agree to act in this capacity and agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Federico M. Maciá, Esq.

DATE: April 30, 1997.

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