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SECRETARY OF STATE
STATE OF FLORIDA
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32301

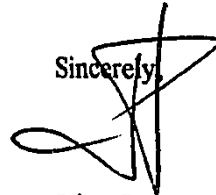
Gentlemen:

Re: Terdel's U.S.A., Inc.

Please file the enclosed Articles of Incorporation and return the copy enclosed indicating the filing date. We enclosed a money order in the amount of \$122.50 for filing fees. If you need further assistance, please advice.

Thank you.

Sincerely,



Jaime Lopez

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***122.50 ***122.50

TERDEL'S U.S.A., INC.
10600 Bloomfield Drive, # 1225
Orlando, Florida 32825

FILED
97 OCT 20 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

747-10/20/97

**ARTICLES OF INCORPORATION
OF**

TERDEL'S USA, INC.

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is: Terdel's USA, Inc.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

10600 Bloomfield Drive, # 1225
Orlando, Florida 32825

**ARTICLE III
MAILING ADDRESS**

10600 Bloomfield Drive, #1225
Orlando, Florida 32825

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue the following number of shares of the following classes at the following par values:

No. Shares: 500	Class: common	Par Value: \$1.00
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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office, principal place of business and mailing address of this corporation is as follows:

10600 Bloomfield Drive, #1225
Orlando, Florida 32825

The name of the initial registered agent at that address is: Jaime Lopez

ARTICLE VI

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TALLAHASSEE, FLORIDA

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one. The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one(1). The name and address of the initial director of the corporation is as follows:

Jaime Lopez
10600 Bloomfield Drive, #1225
Orlando, Florida 32825

ARTICLE VII INCORPORATOR(S)

The name(s) and address of the incorporator(s) signing these Articles of Incorporation is:

Jaime Lopez
10600 Bloomfield Drive, #1225
Orlando, Florida 32825

ARTICLE VIII BY LAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX NATURE OF THE BUSINESS

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other State, country or territory or nation.

ARTICLE X INDEMNIFICATION

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

ARTICLE XI INFORMAL ACTION OF DIRECTORS

If all the directors separately or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the

Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

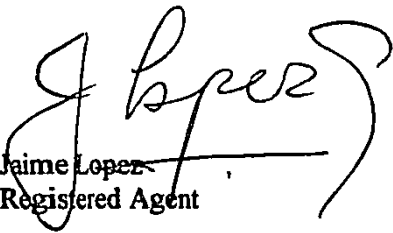
**ARTICLE XII
AMENDMENTS OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 1st day of October, 1997.


Jaime Lopez
Incorporator

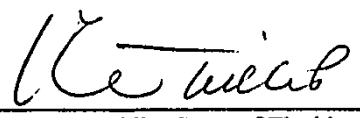
Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of the Florida Statutes.


Jaime Lopez
Registered Agent

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, this day personally appeared Jaime Lopez to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he/they executed such instrument.

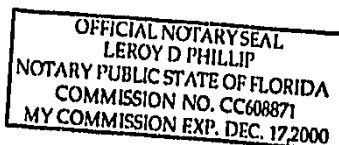
IN WITNESS WHEREOF, I have herein to set my hand and seal this 1st day of October, 1997


Notary Public, State of Florida

Identification Produced:

L120 -420-53-4560

My commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

OF

Terdel's USA, Inc.

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Terdel's USA, Inc.

2. The name and address of the registered agent and office is:

10600 Bloomfield Drive, #1225
Orlando, Florida 32823

X 
Jaime Lopez
Registered Agent

Date: October , 1997

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS A REGISTERED AGENT.

X 
Jaime Lopez
Date: October 5, 1997