

COMPU-ACCOUNTING & TAX SVC.

JUAN D. CALVO, P.A.

221 East 9th. St. Hialeah, FL 33010

Phone (305) 884-0009

P9700092572

October 24, 1997

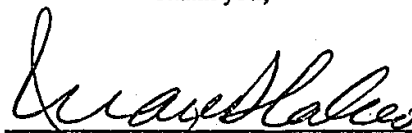
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE FL 32314

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*****78.75 *****78.75

Enclosed please find de Articles of incorporation of CEFT ENGINEERING AND TRADING U.S.A. INC. a for profit corporation with its Filing Fee, Designation of Register Agent Fee and Certificate Fee for \$78.75.

We would like to thank you in advance for the prompt processing of this application.

Thank you,


Juan D. Calvo, P.A.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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10-28-97
WS

ARTICLES OF INCORPORATION
OF
CEFT ENGINEERING AND TRADING U.S.A. INC.

ARTICLE ONE

NAME

The name of this Corporation shall be:

CEFT ENGINEERING AND TRADING U.S.A. INC.

The principal place of business of this corporation shall be:

10210 N.W. 57TH. ST.
MIAMI, FL 33178

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any business activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: October 24th. 1997.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (500.00), or such greater amount as may be required by law.

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ARTICLE FIVE

OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Name	Title	Address
MANUEL CEVALLOS PROFESSOR DR.	P/D	10210 N.W. 57TH. ST. MIAMI, FL 33178
DUSAN VUCELIC	S/T/D	10210 N.W. 57TH. ST. MIAMI, FL 33178

ARTICLE SIX

AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A.- Designation: The stock of this Corporation shall be known as Common Stock.

B.- Authorized: The maximum number of shares of Common Stock that this Corporation may issue is 100.

C.- Par Value: Each share of Common Stock shall have the Par Value of \$10.00 each.

D.- Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

E.- Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F.- Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon proposal presented at meetings of stockholders of the Corporation.

cont'd ARTICLE SEVEN, CAPITAL STOCK

G.- Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

H.- Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I.- Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to received their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts and obligations.

ARTICLE EIGHT

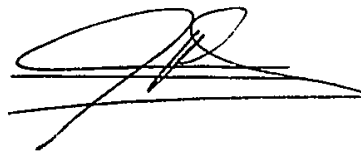
INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

MANUEL CEVALLOS
10210 N.W. 57TH. ST.
MIAMI, FL 33178

IN WITNESS WHEREOF, the undersigned incorporator has have executed these Articles of Incorporation this 24th, day of October, 1997.

Signature of Incorporator



STATE OF FLORIDA)

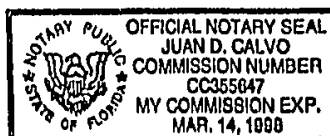
COUNTY OF DADE)

THE FORGOING instrument was acknowledge and sworn before me this 24th. day of October of 1997, by Manuel Cevallos, personally known to me, (incorporator) of CEFT ENGINEERING AND TRADING U.S.A. INC.

My Commission Expires: 3/14/98

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NOTARY PUBLIC, STATE OF FLORIDA

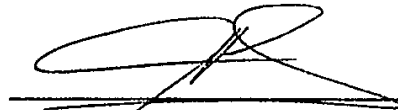


CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: CEFT ENGINEERING AND TRADING U.S.A. INC.
- 2,- The name and address of the registered agent and office is:

MANUEL CEVALLOS
10210 N.W. 57TH. ST.
MIAMI, FL 33178



TITLE: President
DATE: October 24, 1997.

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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, AND ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



Registered Agent

DATE: October 24, 1997.