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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: RMS INTERNATIONAL TRADING CORP.

AUDIT NUMBER.....H98000000416

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

CERT. OF STATUS...0

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ARTICLES OF INCORPORATION OF
RMS INTERNATIONAL TRADING CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this corporation is RMS INTERNATIONAL TRADING
CORP.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing
on the date of the filing of these Articles with the
Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business
permitted under the laws of the United States and of this
state.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00
per value common stock which shall be designated "Common
Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of
this corporation shall have the right to purchase his
prorata share thereof (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI LOCATION

The street, address, city, county and state in which the
principal offices of the corporation are to be located are
7651 N.W. 168th Terrace, Miami, FL 33015. The board of
directors may from time to time designate such other address
and place for the principal office of this corporation as it
may see fit.

Prepared by: Sergio Massa, Accountant
Business Authority Corp.
8347 S.W. 40th Street
Miami, FL 33155
Tel: (305) 220-3420

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ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of the initial board of directors and shareholders of this corporation are:

| NAME | ADDRESS | NO. OF SHARES |
|------------------------------------|--|-------------------|
| Ricardo A. Rossi President | 7651 N.W. 168th Terrace Miami, FL 33015 | 1/3 $\frac{1}{2}$ |
| Javier E. Suarez Vice President | 7651 N.W. 168th Terrace Miami, FL 33015 | 1/3 $\frac{1}{2}$ |
| Gino A. Massa Secretary | 7651 N.W. 168th Terrace Miami, FL 33015 | 1/3 $\frac{1}{2}$ |

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator signing these Articles of incorporation is:

| NAME | ADDRESS |
|------------------|--|
| Ricardo A. Rossi | 7651 N.W. 168th Terrace Miami, FL 33015 |

ARTICLE IX AMENDMENT

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

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ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

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

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

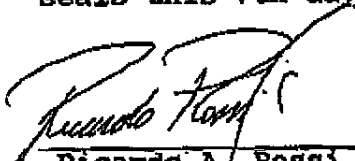
ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7651 N.W. 168th Terrace, Miami, FL 33015 and the name of the initial registered agent of this corporation at that address is Ricardo A. Rossi.

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IN WITNESS WHEREOF, the undersigned being the original incorporator for the purpose of forming a corporation to do business in the State of Florida, under the laws of the state of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 7th day of January, 1998.


Ricardo A. Rossi

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

RMS INTERNATIONAL TRADING CORP., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the city of Miami, state of Florida, has named Ricardo A. Rossi, located at 7651 N.W. 168th Terrace, city of Miami, county of Dade, state of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Ricardo A. Rossi

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