

WALLY G. KASSIS

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB -2 AM 11:55

P98000010631

January 19, 1998

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

RE: AL ASWAQ FOODSTUFF TRADING USA, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find my check in the amount of Seventy dollar (\$ 70.00) witch covers the following:

Charter filing : \$35.00

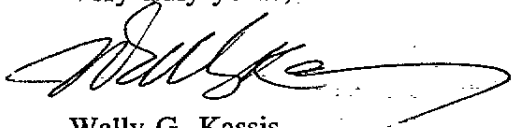
Registered Agent fee : \$35.00

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*****70.00 *****70.00

Kindly file same and return the copy to me marked "filed" to the above address. Enclosed please find a SASE for your convenience. If I can be of further assistance to you regarding this matter please do not hesitate to call me .

Thank you in advance for your cooperation in this matter.

Very truly yours,



Wally G. Kassis

Enclosures:

RP
2-3-98

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**ARTICLES OF INCORPORATION
OF
AL ASWAQ FOODSTUFF TRADING USA, Inc.**

The undersigned, for the purposes of forming a corporation under the FLORIDA GENERAL CORPORATION Act, hereby adopt the following Articles of Incorporation:

ARTICLE I : Name.

The name of this corporation is **AL ASWAQ FOODSTUFF TRADING USA, Inc.**

ARTICLE II: Duration.

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III: Purpose.

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV: Capital Stock.

The aggregate number of shares which corporation shall have to issue is 100, all of which shall be common shares with par value of \$1.00.

ARTICLE V: Preemptive Rights Granted.

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI: Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is:

2100 45TH street.
West Palm Beach, FL 33407

The name of the initial registered agent of this corporation at that address is:

Wahib ARBID

ARTICLE VII: Initial Board of Directors.

This corporation shall have one director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the BY-LAWS. The name of the initial board of directors of this corporation are:

Wahib ARBID
President/ Secretary

ARTICLE VIII: Incorporators.

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

Wahib ARBID
2100 45th street.
West Palm Beach,FL 33407

ARTICLE IX: Indemnification.

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

ARTICLE X: Amendment:

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

ARTICLE XI: BY-LAWS.

The power to adopt, alter, amend or repeal BY-LAWS shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of January 1998

Signature of Incorporator: _____

Wahib ARBID

STATE OF FLORIDA
COUNTY OF PALM BEACH.

The foregoing instrument was acknowledged before me this 19 day of January 1998 by Wahib ARBID on behalf of the corporation. He is personally known to me, and did take an oath.

NOTARY PUBLIC

Signature: _____



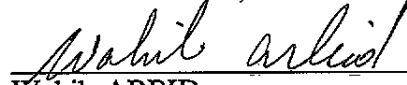
WALLY KASSIS
COMMISSION # CC 377273
EXPIRES JUN 1, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon process may be served.

In compliance with section 48.091, Florida Statutes, the following is submitted:

FIRST: AL ASWAQ FOODSTUFF TRADING USA, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at : 2100 45th street, West Palm Beach, Florida 33407; has Wahib ARBID as registered agent, located at 2100 45th street, West Palm Beach, Florida 33407 as its agent to accept service of process within Florida.

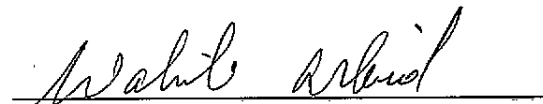


Wahib ARBID
Incorporator

Dated: 1/19/1998

ACCEPTANCE

The undersigned having been named to accept service of process for the above stated corporation at the place designated in the certificate, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relatives to the proper performance of my duties.



Wahib ARBID
Registered Agent.

Dated: 1/19/1998

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