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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: L & L INTERNATIONAL USA, CORP.

AUDIT NUMBER.....H98000002843

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1998

EMPIRE

SUBJECT: L & L INTERNATIONAL USA, CORP.
REF: W98000003108

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**ARTICLES OF INCORPORATION
OF**

L & L INTERNATIONAL USA, CORP.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: L & L INTERNATIONAL USA, CORP.

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

**FREDDY LOFFNER CASTILLO
905 BRICKELL BAY DRIVE, SUITE 826
MIAMI, FLORIDA 33131**

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

**905 BRICKELL BAY DRIVE, SUITE 826
MIAMI, FLORIDA 33131**

These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be one (2) initially. The name and street address of the initial Director is:

**FREDDY LOFFNER CASTILLO
YADIRA JOSEFA QUINONEZ TORRES
905 BRICKELL BAY DRIVE, SUITE 826
MIAMI, FLORIDA 33131**

ARTICLE VI: OFFICERS

The initial President, Secretary and Treasure of the Corporation are:

**FREDDY LOFFNER CASTILLO, President
YADIRA JOSEFA QUINONEZ TORRES, Secretary
SANDRA JANETH CLAVIJO, Treasurer
905 BRICKELL BAY DRIVE, SUITE 826
MIAMI, FLORIDA 33131**

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

ARTICLE VIII: INCORPORATOR

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

**FREDDY LOFFNER CASTILLO
905 BRICKELL BAY DRIVE, SUITE 826
MIAMI, FLORIDA 33131**

ARTICLE IX: AMENDMENTS

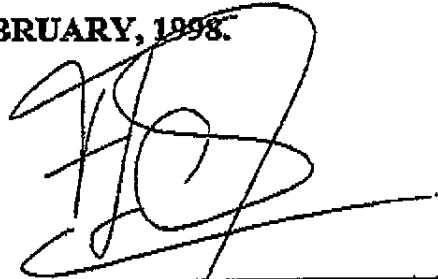
This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law-Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone (305) 358-9191

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
11th DAY OF FEBRUARY, 1998.

A handwritten signature in black ink, appearing to be 'Freddy Loffner Castillo', written over a horizontal line.

FREDDY LOFFNER CASTILLO
Incorporator

These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law-Florida Bar Number
320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone (305) 858-9191

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the 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 this corporation is: **L & L INTERNATIONAL USA, CORP.**
2. The name and address of the Registered Agent and Registered Office is:

**FREDDY LOFFNER CASTILLO
905 BRICKELL BAY DRIVE, SUITE 826
MIAMI, FLORIDA 33131**

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 appointment as Registered Agent and agree to act in this 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 Registered Agent.

DATE: February 11, 1998


FREDDY LOFFNER CASTILLO

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law-Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone (305) 858-9191

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