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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AMISTAR (LATINOAMERICA), INC.

AUDIT NUMBER.....H98000003490

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

AMISTAR (LATINOAMERICA), INC.

ARTICLE I - NAME

The name of this corporation is:

AMISTAR (LATINOAMERICA), INC.

ARTICLE II- PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock with no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8750 N.W. 36TH Street, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of this corporation at this address is Touqeer A. Khan as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:

8750 N.W. 36th Street, Suite 220, Miami, Florida 33178

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No. 858277
155 South Miami Avenue, Penthouse, Miami, Florida 33130 (305) 374-6288 Fax (305) 374-2289

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

NAME

ADDRESS

Touqeer A. Khan

8750 N.W. 36 St., #220, Miami, FL. 33178

Sachin K. Ramchandani

8750 N.W. 36 St., #220, Miami, FL. 33178

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Touqeer A. Khan

8750 N.W. 36 St., #220, Miami, FL. 33178

Sachin K. Ramchandani

8750 N.W. 36 St., #220, Miami, FL. 33178

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation of AMISTAR (LATINOAMERICA), INC. this 20th day of February,
1998.



SUBSCRIBER



SUBSCRIBER

ACKNOWLEDGMENT

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



REGISTERED AGENT

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