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4/02/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: KAREL INTERNATIONAL, CORP.

AUDIT NUMBER.....H98000006410

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

CERT. OF STATUS..1 PAGES..... 3

CERT. COPIES.....0 DEL.METHOD.. FAX

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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

BL 4-3-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

KAREL INTERNATIONAL, CORP.

The principal place of business and mailing address of this corporation shall be:

1358 N.W. 26th Street, Miami, Florida 33142

ARTICLE II NATURE OF BUSINESS

This corporation import and export car, parts and others related and may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares \$ 1.00 par value

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected,

Elsy Elena Espinoza Villamizar
Carrera 3 No. 17-10, Puerta del Sol
San Cristobal, Estado Tachira, Venezuela

Samuel Espinoza
75 N.W. 17 Place # 4
Miami, Florida 33135

Elcida Villamizar
Carrera 3 No. 10-11, Puerta del Sol
San Cristobal, Estado Tachira, Venezuela

ARTICLE VI INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) to these articles of incorporation is(are):

Elsy Elena Espinoza Villamizar
Carrera 2 No. 18-11, Puerta el Sol
Estado Tachira, Venezuela

Samuel Espinoza
75 N.W. 17 Place # 4
Miami, Florida 33135

Elcida Villamizar
Carrera 3 No. 10-11, Puerta del Sol
San Cristobal, Estado Tachira, Venezuela

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 25 day of March, 1998

Signature(s) of Incorporator(s)

Elsy E. Espinoza V
Samuel Espinoza
Elcida Villamizar

FILED
38 APR -2 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation _____
KAREL INTERNATIONAL, CORP.

2. The name and address of the registered agent and office is:
1358 N.W. 26th Street, Miami, Florida 33142

SAMUEL ESPINOZA

(P.O. BOX NOT ACCEPTABLE)

(ADDRESS OFFICE)

SIGNATURE *Elsey E Espinoza*
(corporate officer)

TITLE President

DATE 03/25/98

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

SIGNATURE *Samuel Espinoza*

DATE 03/25/98