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TERESA98 FLORIDA DIVISION OF CORPORATIONS  
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((H98000017602 7))

TO: DIVISION OF CORPORATIONS

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NAME: QUALITA INVESTMENT USA CORP. AUDIT NUMBER.....H98000017602 DOC  
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**ARTICLES OF INCORPORATION**

98 SEP 21 PM 3:41

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**QUALITA INVESTMENT USA CORP.**

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be **QUALITA INVESTMENT USA CORP** and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be to invest in property of any kind, to import and/or export property of any kind, operate businesses, borrow or lend money on general credit mortgages, and to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of **ONE THOUSAND (1,000)** shares of **ONE (\$1.00)** Dollar par value.

4. The principal office of the corporation shall be **241 SEVILLA AVENUE, SUITE 906, CORAL GABLES, FL 33134.**

5. The amount of capital with which the corporation shall begin business is **ONE THOUSAND (\$1,000.00)** Dollars.

6. The number of the directors shall be at least one (1), and the name and post office address of the first Board of Directors and Officers are:

6.1 **PRESIDENT/DIRECTOR:** **MARIO E. CAMARGO**, whose office address is **241 SEVILLA AVENUE, SUITE 906, CORAL GABLES, FL 33134.**

6.2 **SECRETARY/DIRECTOR:** **MARIO CAMARGO**, whose office address is **241 SEVILLA AVENUE, SUITE 906, CORAL GABLES, FL 33134.**

Luis F. De La Cruz, Jr.,  
241 Sevilla Ave., Ste. 805  
Coral Gables, FL 33134  
305/448-0100  
Fl. Bar No.: 278459

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7. The name and post office address of the sole subscriber to these Articles of Incorporation, the number of shares he agrees to take, and the consideration thereof, the proceeds of which will amount to at least One Thousand (\$1,000.00) Dollars, is as follows:

NAME	NO. OF SHARES	CONSIDERATION
Luis F. De La Cruz, Jr. 241 Sevilla Avenue SUITE 806 Coral Gables, FL 33134	1,000	\$1,000.00

8. The corporation designates **LUIS F. DE LA CRUZ, JR.** of 241 Sevilla Avenue, SUITE 906, Coral Gables, Florida 33134 as its Registered Resident Agent, to accept service of process within this state.

IN WITNESS WHEREOF, the undersigned hereby subscribes to these Articles of Incorporation at Miami, Dade County, Florida on SEPTEMBER 18, 1998.

  
\_\_\_\_\_  
LUIS F. DE LA CRUZ, JR.

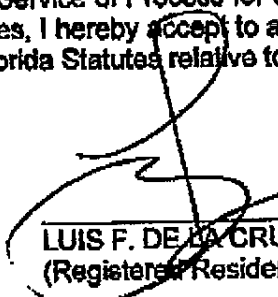
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

QUALITA INVESTMENT USA CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named **Luis F. De La Cruz, Jr.**, located at **241 Sevilla Avenue, SUITE 805, Coral Gables, Florida 33134** as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above-stated corporation at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

  
\_\_\_\_\_  
**LUIS F. DE LA CRUZ, JR.**  
(Registered Resident Agent)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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