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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

SOFILEY U.S.A. INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOFILEY U.S.A. INC.

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

ARTICLE I NAME

The name of the corporation shall be: SOFILEY U.S.A. INC.

The principal place of business of this corporation shall be:
7290 N.W 25th St., Miami FL 33122

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is 500 @ \$1.00 authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Jose Nae
3899 NW 7th St #203
Miami, FL 33126 (305) 541-3982

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ARTICLE V OFFICERS DIRECTORS

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

JOSE LUIS GUERRERO, PRESIDENT
7290 N.W 25th St.,
Miami FL 33122
ENRIQUE B. CALDERO, SECRETARY
7290 N.W 25th St.,
Miami FL 33122

ARTICLE VI INCORPORATOR(S)

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

JOSE LUIS GUERRERO
7290 N.W 25th St.,
Miami FL 33122

ENRIQUE B. CALDERO
7290 N.W 25th St.,
Miami FL 33122

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15 day of December, 19 98

Signature(s) of Incorporator(s)



JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126

(305) 541-3880

305 541 3770 P.03/04

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 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 the corporation is: SOFLEY U.S.A. INC.

2. The name and address of the registered agent and office is:

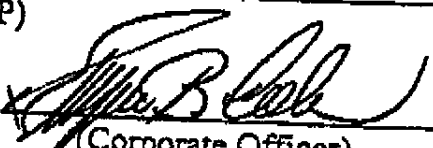
JOSE LUIS GUERRERO

2290 N.W. 25th St.,

(P.O. BOX NOT ACCEPTABLE)

Miami FL 33122

(CITY/STATE/ZIP)

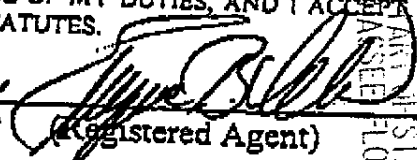
SIGNATURE 

(Corporate Officer)

TITLE President

DATE December 15, 1998

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 

(Registered Agent)

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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