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Fax Number : (850) 922-4001

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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

COLINTRADE INTERNATIONAL, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 27, 1999

FAS-T CORP AGENTS INC.

SUBJECT: COLINTRADE INTERNATIONAL, INC.
REF: W99000001994

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

COLINTRADE INTERNATIONAL, INC.

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: Colintrade International, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

11323 NW 58 Terrace
Miami, FL 33178

ARTICLE III- NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock having a ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

German Gonzalez
11323 NW 58 Terrace
Miami, FL 33178

Prepared By: German Gonzalez
11323 NW 58 Terrace
Miami, FL 33178
Tel: (305) 448-3898

ARTICLES OF INCORPORATION
PAGE TWO

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

President
Mario Yedo
11323 NW 58 Terr
Miami, FL 33178

Vice President
Sergio Marin
11323 NW 58 Terr
Miami, FL 33178

Secretary/Treasurer
German Gonzalez
11323 NW 58 Terr
Miami, FL 33178

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows

German Gonzalez
11323 NW 58 Terrace
Miami, FL 33178

ARTICLE X - BYLAWS

The power to adopt, after, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLES OF INCORPORATION
PAGE THREE**

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issue initially to the following corporation in the amount set opposite the name:

Mario Yedo	15%
German Gonzalez	15%
Sergio Franco Marin	15%
Luis Miguel Esteve Marin	15%
Ricardo Rubio Rueda	15%
Intertrade SA	15%
Luis Miguel Rubio Rueda	5%
Luis Fernando Godoy de la Rosa	5%

Shares held by the initial shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remining shareholders or to this corporation. The price and terms at which, and the time within whcih, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII- CALLING OF SPECIAL MEETINGS

Special meeting of the shareholders may be called by the Board of Directors.

ARTICLE XIV- SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represent in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - AMENDMENT

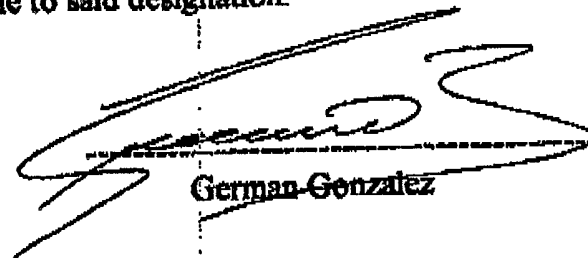
This corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject of this reservation.

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



German Gonzalez
State of Florida

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.



German Gonzalez

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