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Nancy Fernandez

Requestor's Name

201 Sevilla # 310

Address

Coral Gables, FL 33134

City

State

ZIP

Phone

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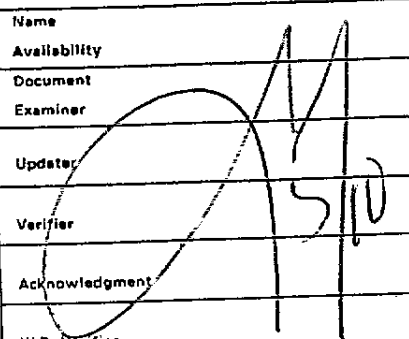
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

U.S. A. ExpoCenter, INC

FILED  
99 MAY 10 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
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W.P. Verifier	

Cert. Copies

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DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION  
OF

U.S.A. EXPOCENTER, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and they hereby make, subscribe and acknowledge and file with the Secretary of State of the State of Florida this Certificate of Incorporation; and to that end they do, by this Certificate, set forth the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be: U.S.A. Expocenter, Inc.

ARTICLE II

The general nature of the business and the objects and purposes to be performed and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, to wit:

to export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from, and importation into the United States, and to and from all countries foreign thereto and for exportation from and importation into any foreign country, to and from any other country foreign thereto and to purchase and sell domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business, to carry on and conduct a general purchase and sale business, to distribute, deliver, purchase and sell goods, wares, merchandise, property, commodities and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising and introducing, and contracting for the sale, introduction, advertisement and use of, services of all kinds, relating to any and all kinds of businesses for any and all purposes, to engage in any lawful act or activity for which corporations may be organized under the law of the State of Florida.

Nancy I. Fernandez, Esq.- 201 Sevilla Suite 310, Coral Gables, Florida 33134  
Tel. (305) 446-1958 - Florida Bar No. 215139

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TALLAHASSEE FLORIDA

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b) To carry out any or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association, or corporation.

c) To carry on its operations and conduct business in any State, in the District of Colombia, and in any territory, dependency or possession of the United States, and in any foreign country.

d) To such extent as a corporation organized under the Laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Laws of the State of Florida or under any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or in reference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Laws of the State of Florida to corporation organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory or supplemental to that statute, and the enumeration of certain powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand ( 1,000 ) shares of stock of \$ 1.00 par value.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be no less than \$ 1,000.00.

ARTICLE V

The initial post-office address of the principal office of this corporation in the State of Florida shall be the City of Miami , County of Dade at 12810 N.W. 8th Lane, Miami, Florida 33182.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

This Corporation is to exist perpetually.

ARTICLE VII

The Registered Agent for this Corporation shall be Deborah Hernandez and the Registered Address shall be 12810 N.W. 8th Lane, Miami, Florida 33182.

ARTICLE VIII

This Corporation shall have no less than one Directors initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX

The names and post-office addresses of the members of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

Maria Isabel Baez  
12810 N.W. 8th Lane  
Miami, Florida 33182

ARTICLE X

The names and post-office addresses of the first officers of the Corporation who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Maria Isabel Baez - President, Secretary  
12810 N.W. 8th Lane, Miami, Florida 33182

ARTICLE XI

The names and post-office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each one agrees to take and the value of the consideration thereof are:

Clean Center, C.A.	1,000
Zona Industrial La Quizanda Local 117, Apdo. 3495	
Valencia, Venezuela	

ARTICLE XII

Both Stockholders and Directors shall have the power to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such office as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

ARTICLE XIII

All rights conferred to Stockholders herein are granted subject to the right the Corporation reserves to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner explained in Article XIV of this Certificate.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by Law.

Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV

Preemptive Rights: Every Shareholder, upon the sale for cash of any new stock of this Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, We, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seals this 5th day of MAY, 1999.



DEBORAH HERNANDEZ

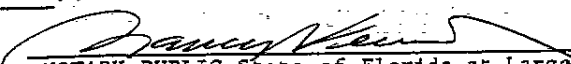
STATE OF FLORIDA

COUNTY OF DADE §§

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the above State and County to take acknowledgments, personally appeared

DEBORAH HERNANDEZ  
to me well known and known to me to be the persons described in and who executed these Articles of Incorporation, and they acknowledge before me that they subscribe to those Articles of Incorporation.

WITNESS my hand and official seal in the City of Coral Gables, this 5th day of MAY, 1999. I relied upon the following as  
identification: Florida Driver License No. H655-173-61-702-0

  
NOTARY PUBLIC State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL  
NANCY I FERNANDEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC614308  
MY COMMISSION EXP. JAN. 31, 2001

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE  
FOR THE 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:

First -- That U.S.A. Expocenter, Inc.  
qualified to do business under the laws of the State of Florida  
with its principal office at Miami-Dade County  
of Dade, State of Florida, has appointed Deborah Hernandez  
City of Miami County of Dade,  
State of Florida, as its agent to accept service of process within this  
state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provisions of said Act relative to keeping open said office.

  
REGISTERED AGENT

**FILED**  
99 MAY 10 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA