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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 : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

OVERSEAS WHOLESALERS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
OVERSEAS WHOLESALLES, INC.**

The undersigned subscribers of those articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE 1. NAME:

The name of the corporation is:

OVERSEAS WHOLESALLES, INC.

ARTICLE II; DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III; PURPOSE

The purpose is in engage in any activities or business permitted under the laws of the United States and or the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue 100 shares of one dollar (\$1.00) per value common stock, which shall be designated "Common Shares"

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent and office is as follows:

CRISTINA ESCOBAR
9682 SW 138 AVE
MIAMI, FLORIDA, 33186



ARTICLE VI. CORPORATION PRINCIPAL OFFICE.

The address of the Corporation principal office is:

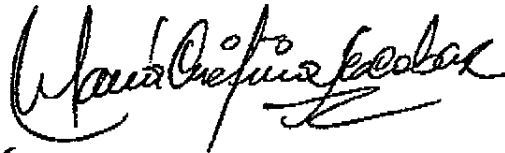
9682 SW 138 AVE
MIAMI, FLORIDA, 33186

ARTICLE VII.. INITIAL BOARD OF DIRECTORS

The Corporation shall have TWO (2) Director (s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall be never be less than one.

The name and address of the initial board of directors of this corporation are:

CRISTINA ESCOBAR
(Director - President)
9682 SW 138 AVE
MIAMI, FLORIDA, 33186

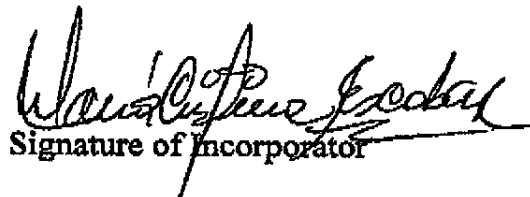


SONIA L. CUBILLOS
(Director - Vice President - Secretary)
9682 SW 138 Ave
Miami, Florida, 33186

ARTICLE VIII. INCORPORATION.

The name and address of the Incorporator signing these articles of incorporation are:

**CRISTINA ESCOBAR
9682 SW 138 CT
MIAMI, FLORIDA, 33186**


Signature of Incorporator

ARTICLE IX. AMENDMENT OF ARTICLES.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred on the shareholders subject to this reservation.

ARTICLE X. PRE EMPTIVE RIGHTS.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI. REMOVAL OF DIRECTORS.

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE XII. Indemnification.

The corporation may be empowered to indemnify any office or director in the manner set out and provided pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATION
EXECUTED THESE ARTICLES OF INCORPORATION AT THIS TWENTY
EIGHT (28) OF SEPTEMBER OF 1999.



BEFORE ME, The undersigned authority, personally appeared:

MS. CRISTINA ESCOBAR. TO me knows to be the person who executed the foregoing Articles of Incorporation and he acknowledge to and before me that he executed such instrument.

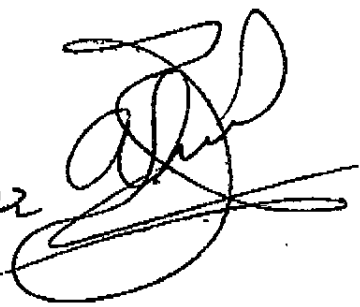
Sworn and subscribed before me on this Sept 28/99

Identification: Florida Driver License No. E 216 543 61 669 0

Notary Public
Of Florida, my commission
Expires June 18/2002



Antonio A. Romo
My Commission CG752318
Expires June 18, 2002



CERTIFICATE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE:

Pursuant to the provisions of section 607-0501, 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:

OVERSEAS WHOLESALERS, INC.

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

**CRISTINA ESCOBAR
9682 SW 138 AVE
MIAMI, FLORIDA, 33186**

Having been named as Registered Agent and to accept service of process for the above stated corporation and the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.

Signature:



Date: 9-28-99

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