

CAR SECRETARY OF STATE:

PLEASE SEND A CERTIFIED COPY AND A CERTIFICATE
OF STATUS TO THE FOLLOWING ADDRESS:

P99000107132

XAVIER ESPINEL

12271 SW 96 ST

MIAMI, FL 33186

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-12/08/99--01042--003
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IF THERE ARE ANY PROBLEMS OR CONCERNS PLEASE
CALL (305) 270-9123.

CHECK ENCLOSED

FILED
99 DEC - 8 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Xavier Espinel

ARTICLES OF INCORPORATION
FECORSA - FEBRES CORDERO INC.

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99 DEC 18 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

I
NAME OF CORPORATION

The name of this corporation shall be: Fecorsa - Febres Cordero Inc.

II
CAPITAL STOCK

The amount of total authorized capital stock of the corporation is divided into 500 shares of no par common.

III
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights whereby the shareholders have a preemptive right, granted on uniform terms and conditions prescribed by the corporation's board of directors, to acquire proportional amounts of the corporation's unissued shares upon the decision of the board to issue them.

IV
REGISTERED AGENT

The street address of the corporation's initial registered office in Florida is : 12271 SW 96 ST, Miami, Florida 33186.

The name of the corporation's initial registered agent is: Xavier Espinel

V
INCORPORATOR

The name and address of the incorporator is Xavier Espinel at 12271 SW 96 ST, Miami, Florida 33186.

VI
PRINCIPAL OFFICE

The mailing address of the corporation is 12271 SW 96ST, Miami, Florida 33186.

VII
SHAREHOLDER

The shareholders and their respective ownership in the above stated corporation is as follows:

90% of the Capital Stock to be held by the company Fecorsa; located in the city of Guayaquil, Ecuador.

10% of the Capital Stock to be held by the natural person named Jaime Febres Cordero.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

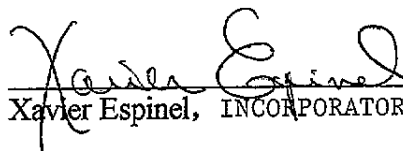
Pursuant to the provisions of the Florida Statute, the undersigned corporation, organized under the state of Florida, submits the following statement in designating the registered office and agent in the state of Florida.

1. The name of the corporation is: **FECORSA - FEBRES CORDERO INC.**

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

**Xavier Espinel
12271 SW 96 ST
Miami, Florida 33186**

Having been named as registered agent and to accept service of process for the above stated corporation at 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 obligations of my position as registered agent.


Xavier Espinel, INCORPORATOR/REGISTERED AGENT 12-6-99 Date