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To:
     Division of Corporations
     Fax Number       : (850)205-0381

From:
     Account Name     : EMPIRE CORPORATE KIT COMPANY
     Account Number   : 072450003255
     Phone            : (305)634-3694
     Fax Number       : (305)633-9696
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

netline holdings international, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NETLINE HOLDINGS INTERNATIONAL, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: NETLINE HOLDINGS INTERNATIONAL, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 10275 COLLINS AVE., APT #1034, BAL HARBOUR, FL 33154

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 5,000,000 shares common stock having an individual par value of $0.01.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: JAVIER MORALES, 10275 COLLINS AVE., APT #1034, BAL HARBOUR, FL 33154

ARTICLE VII

The name and address of the officers and board of directors shall be:

PRESIDENT JOEL BENDERSKY	GERONIMO DE ALDERETE 687 DEPTO 405, SANTIAGO DE CHILE
VICE PRESIDENT DANIEL BENDERSKY	CERRO PLOMO 6678, DEPTO 1601 SANTIAGO DE CHILE
VICE PRESIDENT CECILIA BENDERSKY	AV. PRESIDENTE KENNEDY 5230, DEPTO 151, SANTIAGO DE CHILE
SECRETARY JAVIER MORALES	10275 COLLINS AVE., APT #1034 BAL HARBOUR, FL 33154

ARTICLE VIII

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7^{TH} PLACE
MIAMI, FL 33127

The undersigned has
executed these Articles of Incorporation this $\underline{2^{ND}}$ day of <u>JULY, 2004.</u>

INCORPORATOR
Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

REGISTERED AGENT

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