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CAPITAL CONNECTION, INC.
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Minera Washfield, Inc. No 52279

96 MAR -7 PM 1:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

- Capital Express™
- Art. of Inc. File _____
- _____ Corp. Record Search _____
- _____ Ltd. Partnership File _____
- Foreign Corp. File _____
- () Cert. Copy(s) _____
- _____ Art. of Amend. File _____
- _____ Dissolution/Withdrawal _____
- _____ C U S- _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Annual Report/Reinstatement _____
- _____ Reg. Agent Service _____
- _____ Document Filing _____
- _____ Corporate Kit _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ Document Retrieval _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ File No.'s, _____ Copies _____
- _____ Courier Service _____
- _____ Shipping/Handling _____
- _____ Phone () _____
- _____ Top Priority _____
- _____ Express Mail Prop. _____
- _____ FAX () _____ pgs. _____

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-03707796-01057-013
****122:50****122:50

SUBTOTALS _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	nc	_____	_____

WALK-IN 3/7 12:00
Will Pick Up

PH
3/7/96

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

96 MAR -7 PM 1:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MINERA MASVIDAL, INC.

ARTICLE I-NAME

The name of this corporation is MINERA MASVIDAL, INC.

ARTICLE II- DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III- PURPOSE

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

ARTICLE IV- CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V- INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 19 West Flagler Street, Suite 414, Biscayne

Building, Miami, Florida 33130. The name and address of the initial registered agent for the corporation is Alberto Diaz-Masvidal at 19 West Flagler Street, Suite 414, Biscayne Building, Miami, Florida 33130.

ARTICLE VI- BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the sole Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Alberto Diaz-Masvidal	19 West Flagler Street Suite 414, Biscayne Building Miami, Florida 33130

ARTICLE VIII- OFFICERS

The sole officer of the corporation is:

<u>Name</u>	<u>Office</u>
Alberto Diaz-Masvidal	President/Secretary

ARTICLE IX- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X- PREEMPTIVE RIGHTS

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

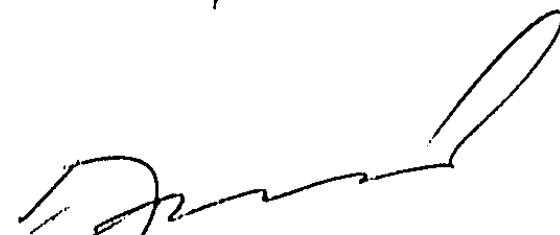
ARTICLE XI- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Alberto Diaz-Masvidal, 19 West Flagler Street, Suite 414, Biscayne Building, Miami, Florida 33130.

ARTICLE XII- AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 6th day of March, 1996.


ALBERTO DIAZ-MASVIDAL
(Incorporator)

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared ALBERTO DIAZ-MASVIDAL, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of MINERA MASVIDAL, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of March, 1996.


NOTARY PUBLIC, State of Florida

My Commission expires:

OFFICIAL NOTARY SEAL
SUSANA I. BALVIDARES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC324303
MY COMMISSION EXP. JAN. 20, 2000

FILED

ACCEPTANCE BY REGISTERED AGENT

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THE CHARTER OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 6th DAY OF March, 1996.


ALBERTO DIAZ-MASVIDAL