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8/25/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
 CONTACT: LIDIA FERNANDEZ
 PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: AL-DI INTERNATIONAL CORP.
 AUDIT NUMBER.....H97000014000
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
 CERT. OF STATUS..0 PAGES..... 4
 CERT. COPIES.....1 DEL.METHOD.. FAX
 EST.CHARGE.. \$122.50

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 AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION OF

AL-DI INTERNATIONAL CORP.

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ARTICLE I. NAME

The name of this corporation is:

AL-DI INTERNATIONAL CORP.

ARTICLE II. DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of COMMON STOCK, with a par value of TEN (\$10.00) dollars each.

ARTICLE V. AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE THOUSAND (\$5,000.00) DOLLARS.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholders 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Alfredo Acosta
3399 NW 72nd Ave.
Suite 104-105
Miami, FL 33122
(305) 599-8536

Document Prepared By:
Alfredo Acosta
3399 N.W. 72nd Ave., #104-105
Miami, FL 33122
(305) 599-8536

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ARTICLE VII. INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:
3399 N.W. 72ND AVE., #104-105, MIAMI, FL 33122

The name of the initial registered agent of this corporation is:
DIEGO MESA

The corporation principal office shall be:
3399 N.W. 72ND AVE., #104-105, MIAMI, FL 33122

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have (2) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address (es) of the initial Board of Director(s) of this corporation is (are):

DIEGO MESA
3399 N.W. 72ND AVE., #104-105
MIAMI, FL 33122

ALFREDO ACOSTA
3399 N.W. 72ND AVE., #104-105
MIAMI, FL 33122

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. INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation is (are):

DIEGO MESA
3399 N.W. 72ND AVE., #104-105
MIAMI, FL 33122

ALFREDO ACOSTA
3399 N.W. 72ND AVE., #104-105
MIAMI, FL 33122

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IN WITNESS THEREOF, 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 seal this 15 day of August 1997.

Diego Mesa J.
Alfredo

STATE OF FLORIDA
COUNTY OF DADE

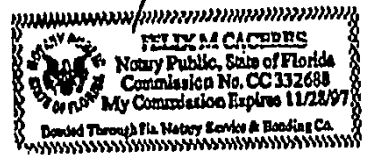
I HEREBY CERTIFY THAT on this day, before me a Notary Public duly authorized in the above mentioned State and County to take acknowledgments, personally appeared

-----Diego Mesa and Alfredo Acosta-----

to me well known and known to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hands and official seal in the City of Miami, County of Dade and State of Florida, this 15 day of August 1997.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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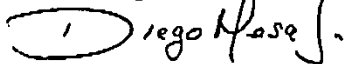
**CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT WHO PROCESS MAY BE SERVED**

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That AL-DI INTERNATIONAL CORP.
qualified to do business under the laws of the State of Florida with its principal office at
3399 N.W. 72nd Ave., #104-105, Miami, FL 33122
the City of Miami, County of Dade, State of Florida has appointed
Diego Mesa, 3399 N.W. 72nd Ave., #104-105
City of Miami, County of Dade . State of Florida. as its agent to
accept service of process within this State.


ACKNOWLEDGMENT

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.

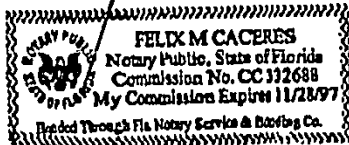


Diego Mesa

Sworn to and subscribed before me,
this 15 day of August, A.D. 1997



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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