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Attorneys at Law

Attorneys admitted in USA, Venezuela and Spain

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January 29, 1999

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Division of Corporations.
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

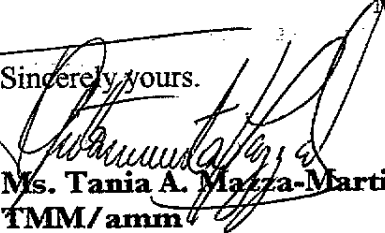
Dear Sirs:

Enclose you will find the articles of incorporation for **LIBVEN INVESTMENT, CORP.** In addition, enclose there is a check in the amount of US\$ 78.75 for the fees of incorporation.

Our address is:

Att: Tania A. Mazza-Martinez
782 NW Le Jeune Road. Suite 638.
Miami, Florida 33126.

Sincerely yours.


Ms. Tania A. Mazza-Martinez
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is **LIBVEN INVESTMENT, CORP.**

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 5757 Collins Ave. # 1205. Miami Beach, Florida 33140.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of US\$ 1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 782 NW Le Jeune Road. Suite 638. Miami, Florida 33126, and the name of the initial registered agent of this corporation at that address is Ms. Tania A. Mazza-Martinez.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall initially have six (6) Directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initials Directors are:

Mr. ANTONIO RACHO KURI
Ms. SUSANA MIGUEL DE RACHO
Mr. JAMIL RACHO MIGUEL
Mr. JORGE RACHO MIGUEL
Mr. ELIAS A. RACHO MIGUEL
Ms. SUSANA M. RACHO MIGUEL

The address for all the directors is: 5757 Collins Ave. # 1205. Miami Beach, Florida 33140.

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ARTICLE VII- INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Ms. Tania A. Mazza-Martinez
782 NW Le Jeune Road. Suite 638.
Miami, Florida 33126.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation 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 IX- INDEMNIFICATION

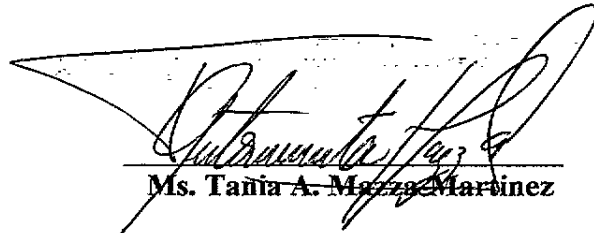
The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X- AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

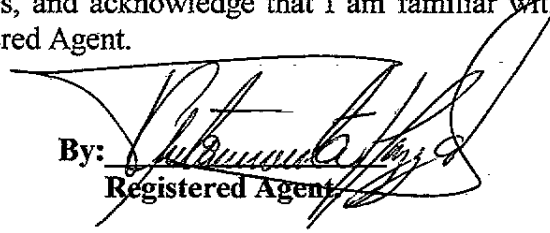
In WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: January 29, 1999


Ms. Tania A. Mazza-Martinez

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE.**

1. The undersigned person, having been named as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in the Articles, hereby accept to act in this capacity. I further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and acknowledge that I am familiar with and accept the obligations of my position as Registered Agent.

By: 
Registered Agent