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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY 27 AM 8:00

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FLORIDA PROFIT CORPORATION OR P.A.

ATENEA GROUP CORPORATION

| | |
|-----------------------|---------|
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| Certified Copy | 1 |
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05-28-04
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**ARTICLES OF INCORPORATION
OF
ATENEA GROUP CORPORATION**

The undersigned subscriber(s) to these Articles of Incorporation, each natural person Competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

THE NAME OF THIS CORPORATION IS :

ATENEA GROUP CORPORATION

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried On are: TO HELP AND ESTABLISH THE CULTURAL EXCHANGE OF STUDENTS BETWEEN THE UNITED STATES AND OTHER SOUTH AMERICAN COUNTRIES..TO HELP WITH TRAVEL ARRANGEMENTS EMPLOYMENT AND BOARDING THRU DIFFERENT FOUNDATIONS .

And, in general, to carry on any business whatsoever in connection with the foregoing or which Is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value Of its properties.

And, further, to borrow or raise money for any purposes of the company, and to secure the same Interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights Or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept And negotiate bonds and mortgages, bills or exchange, promissory notes or other obligations or negotiable Instruments.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any Time is: FIVE HUNDRED common shares with a par value of one dollar (\$1.00)

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TALLAHASSEE, FLORIDA

ARTICLE IV
AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than: FIVE HUNDRED dollars (500.00).

ARTICLE V

These corporations shall have perpetual existence.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida is:

**6538 COLLINS AVENUE SUITE 4694
MIAMI BEACH FLORIDA 33141**

The board of directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within the United States.

ARTICLE VII
DIRECTORS(S)

This corporation shall have 2 director initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name (s) and post office address (es) of the number of the first board of directors, who subject to the provisions of the Certificate of Incorporation, by By-Laws and the corporation laws of the State of Florida, Shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

ROBERTO ANGULO
6538 COLLINS AVENUE SUITE 4694
MIAMI BEACH FLORIDA 33141

NORA LLAQUE DE ANGULO
6538 COLLINS AVENUE SUITE 4694
MIAMI BEACH FLORIDA 33141

ARTICLE IX

SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof, are:

ROBERTO ANGULO
6538 COLLINS AVENUE SUITE 4694
MIAMI BEACH FLORIDA. 33141

250 Shares

NORA LLAQUE DE ANGULO
6538 COLLINS AVENUE SUITE 4694
MIAMI BEACH FLORIDA 33141

250 Shares

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided law. Every amendment shall be approved by the Board Of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by 100% of the stock to vote thereon.

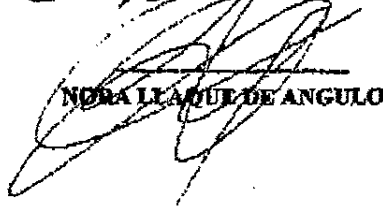
ARTICLE XI

DESIGNATION OF REGISTERED RESIDENT AGENT

That Louis D. Garcia located at 13446 S.W. 62 Street City of Miami, State of Florida, is hereby Named Registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at his registered office.

I, THE UNDERSIGNED, being each and all of the original subscribers to the capital stock hereabout named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledges and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do hereabout set forth as to , and accordingly have hereunto set forth as to each of us, and accordingly have hereunto set our hand and seals this 29TH day of JANUARY 2004..


ROBERTO ANGULO


NORA LLANUSA DE ANGULO

ACKNOWLEDGMENT

Having been named to accept service of process for ATENEA GROUP CORPORATION..... at the place designated in this article, I hereby accept to act in this capacity and agree to comply with this provision of said act relative to keeping open said office.

By 
Registered Resident Agent

FILED
04 MAY 27 AM 8:00
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA