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Arzignano, 22.12.99

Sra.
Maria Elena Urquiola
Center Manager
HQ Miami
801 Brickel Avenue, 9th Floor
Miami, FL 33131

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Estimada Sra. Urquiola,

tengo el placer de enviarle estas líneas con las instrucciones para REGISTRAR en el Departamento de Estado División de Corporaciones P.O. Box 6327 Tallahassee, FL 32314 la sociedad OPEN GATES CORPORATION, tal cual se lo anunciara oportunamente mi socio, David Taboada, desde Madrid, España.

Le envío todo en un sobre, (que encontrará abierto); para que cuando le hagan llegar a su despacho el cheque correspondiente al pago total de la inscripción en el Registro, lo pueda Ud. cerrar y enviar para su complementación.

El cheque se lo entregará en sus manos el Sr. Naùm Kipervaser, ya que debe ser de un Banco local, (será del Bank of America).

Cuando Ud. reciba el expediente ya concluso (la soc. ya inscrita) le ruego me envíe todo el material a mi domicilio en Italia :

Dr. R.Carlos Malaspina
VIA DAL MOLIN, 2
36071 Arzignano (VI) Italia.

Agradeciéndole anticipadamente por su gentil colaboración, aprovecho la oportunidad para saludarla con mi mayor consideración, desèándole además una feliz y serena Navidad y un pròspero Año Nuevo !

Pd. : Para aclarar alguna duda, mi número de tel/fax es el +39.0444.676103

Dr. R. Carlos Malaspina
Dr. R. Carlos Malaspina
VicePresidente

Open Gates
ORGANITATION

Open Gates
ORGANITATION

372-0189

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 JAN 21 PM 4:45

FILED

20.1/24

ARTICLES OF INCORPORATION

OF

INTERNATIONAL OPEN GATES FOR DEVELOPMENT, CORP.

FILED
2000 JAN 21 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

INTERNATIONAL OPEN GATES FOR DEVELOPMENT, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

801 BRICKELL AV. Ninth Floor
MIAMI, FL. 33186

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

DAVID TABOADA
801 BRICKELL AV. Ninth Floor
MIAMI, FL. 33186

ARTICLE V INCORPORATOR(S)

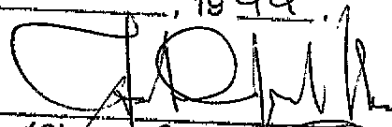
The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

FAUSTO CAPALBO (VP)
CARLOS MAKASPINA (VP)
DAVID TABOADA (P)

801 Brickell Av. Nith floor
MIAMI, FL. 33186

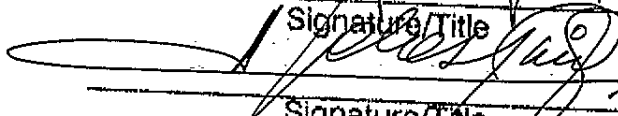
The undersigned has(have) executed these Articles of Incorporation this

December day of 6, 1999



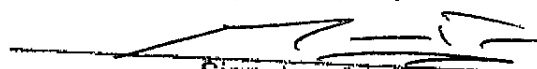
Signature/Title

VICEPRESIDENT



Signature/Title

VICEPRESIDENT.



Signature/Title

PRESIDENT.

FILED
2000 JAN 21 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: INTERNATIONAL OPEN GATES FOR DEVELOPMENT, CORP.

2. The name and address of the registered agent and office is:

DAVID TABOADA
(NAME)

801 BRICKELL AV. 11TH Floor
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33186
(CITY/STATE/ZIP)

SIGNATURE

[Signature]
(corporate officer)

TITLE

President

DATE

December, 6 - 1999

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

SIGNATURE

DATE

[Signature]
December, 6 - 1999