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January 20, 1997

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-01/24/00--01138--021
*****78.75 *****78.75

RE: VISIONAUTICA, INC.

Dear Sir/ Madam:

Please find enclosed the Original Articles of Incorporation of VISIONAUTICA, INC., along with check #188 in the amount of 78.75 made payable to Florida Secretary of State.

Also find enclosed a copy of Article of Incorporation along with a self addressed stamped envelope so that a stamped copy of the article could be returned to you office.

Thanking you in advance for you attention on this matter,

Sincerely,



Francisco J Pardo
(305) 785-5373
100 Sunrise Dr. #6, Key Biscayne, FL. 33149

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2000 JAN 24 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

2000 JAN 24 PM 12:52

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VISIONAUTICA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: VISIONAUTICA, INC.

ARTICLE II

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

ARTICLE III

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1000 shares at par value of \$1.00 per share. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting

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ARTICLE IV

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The amount of ~~capital~~ with which the corporation shall begin business shall not ~~be~~ less than \$1000.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial ~~street~~ address of the principal office of the corporation, in the State of Florida is:

VISIONAUTICA, INC.
100 Almeria Avenue
Suite 204
Coral Gables, Florida 33134

The board of ~~directors~~ may, from time to time, move the principal office to any other address.

ARTICLE VII

The corporation shall have one director initially. The number of ~~directors~~ may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but there shall always be at least ~~one~~ director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other

corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other firm or corporation, provided that the fact he/she is so interested shall be disclosed or shall have been known to the Board of Directors or members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not.

so interested.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors and the officer who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, is as follows:

DIRECTORS

FRANCISCO JOSE PARDO	100 Almeria Avenue Suite 204 Coral Gables, Florida 33134
PAUL XAVIER BRIZ	100 Almeria Avenue Suite 204 Coral Gables, Florida 33134

OFFICERS

PAUL XAVIER BRIZ President	100 Almeria Avenue Suite 204 Coral Gables, Florida 33134
FRANCISCO JOSE PARDO Vice-President/Secretary	100 Almeria Avenue Suite 204 Coral Gables, Florida 33134

ARTICLE IX

This corporation shall designate Gustavo A. Pines, Esq., with offices located at: 3301 Ponce De Leon Blvd., Suite 200,

Coral Gables, Florida 33134 as its duly authorized registered agent to be in charge of the corporate registered office, as required by law.

ARTICLE X

The name and the address of the incorporators subscribing to these Articles are: Francisco Jose Pardo, 100 Almeria Avenue, Suite 204, Coral Gables, Florida 33134.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal at Coral Gables, Dade County, Florida, this 07 day of January, 2000.



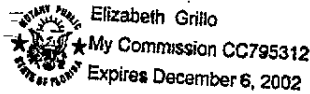
Francisco Jose Pardo, Incorporator
100 Almeria Avenue
Suite 204
Coral Gables, Florida, 33134

STATE OF FLORIDA I
COUNTY OF DADE I

I HEREBY CERTIFY that on this day, personally appeared before me, a notary public duly authorized to take acknowledgments, Francisco Jose Pardo, to me known to be the person who executed the above and foregoing Articles of Incorporation, for the purpose therein described.

WITNESS my hand and official seal at Coral Gables, Dade County, Florida this 7 day of January, 2000.

Elizabeth Grillo
Notary Public, State of
Florida at Large



(print name)

My Commission Expires:

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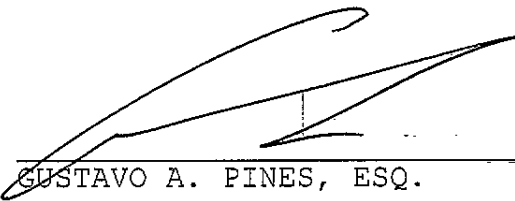
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
OF FLORIDA, NAMING AN AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes the following is submitted:

That VISIONAUTICA, INC., desiring to qualify under the laws of the State of Florida, has named GUSTAVO A. PINES, ESQ., 3301 Ponce De Leon Blvd, Suite 200, Coral Gables, Florida 33134, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 7th day of January, 2000.


GUSTAVO A. PINES, ESQ.