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ACCOUNT NO. : 072100000032  
REFERENCE : 614539 7121187  
AUTHORIZATION : Patricia Pizub  
COST LIMIT : \$ 78.75

ORDER DATE : March 7, 2000  
ORDER TIME : 11:41 AM  
ORDER NO. : 614539-005 800003160848--4  
CUSTOMER NO: 7121187

CUSTOMER: Mr. Joseph J. Portuondo  
JOSEPH J. PORTUONDO ATTORNEY  
JOSEPH J. PORTUONDO ATTORNEY  
Nationsbank Tower, 37th Floor  
100 Southeast Second Street  
Miami, FL 33131

DOMESTIC FILING

NAME: LOMEL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -7 PM 3:54

RECEIVED  
00 MAR -7 PM 2:24  
DIVISION OF STATE  
TALON HASSER, FLORIDA

00 MAR -7 PM 3: 54

**ARTICLES OF INCORPORATION  
OF  
LOMEL CORP.  
(A Florida For Profit Corporation)**

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation is Lomel Corp.

**ARTICLE II  
ADDRESS**

The principal office and mailing address of this corporation is:

Lomel Corp.  
3595 S.W. 143 Court  
Miami, Florida 33175

**ARTICLE III  
PURPOSE**

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

**ARTICLE IV  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V  
CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of one and no/100 dollar (\$1.00) par value common stock.

ARTICLE VI  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII  
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation, and the name of the registered agent of this corporation is:

Joseph J. Portuondo, Esq.  
1200 Brickell Avenue, Suite 1480  
Miami, Florida 33131

ARTICLE VIII  
BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as prescribed by the by-laws, but shall never be less than one. The directors of this corporation are:

Lourdes Melo  
3595 S.W. 143 Court  
Miami, Florida 33175

Aquilino Melo  
3595 S.W. 143 Court  
Miami, Florida 33175

ARTICLE IX  
OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice-Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

President/Secretary/Treasurer  
Lourdes Melo  
3595 S.W. 143 Court  
Miami, Florida 33175

Vice-President  
Aquilino Melo  
3595 S.W. 143 Court  
Miami, Florida 33175

ARTICLE X  
INCORPORATOR

The name and address of the person signing these articles is:

Joseph J. Portuondo, Esq.  
1200 Brickell Avenue, Suite 1480  
Miami, Florida 33131

ARTICLE XI  
INDEMNIFICATION

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

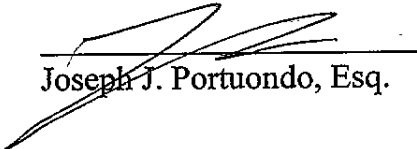
ARTICLE XII  
BY-LAWS

The Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XIII  
AMENDMENT OF THE ARTICLES OF INCORPORATION

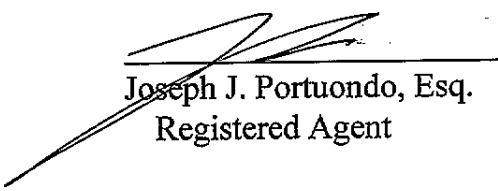
These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

IN WITNESS WHEREOF, I have subscribed my name this 22nd day of February, 2000.

  
Joseph J. Portuondo, Esq.

**Acceptance by Registered Agent**

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

  
Joseph J. Portuondo, Esq.  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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