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EXPRESS CORPORATE FILING SERVICE INC
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1000 PONCE DE LEON BLVD. STE:112
(Address)

CORAL GABLES, FLORIDA 33134
(City, State, Zip)

(305) 444-4994
(Phone#)

(305) 444-4977
(FAX#)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. Impedi Corporation (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

- Walk in Pick up time _____
- Mail out Will wait Photocopy Certified Copy
- Certificate of Status

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Examiner's Initials _____

**ARTICLES OF INCORPORATION
IMPEDI CORPORATION**

ARTICLE I

The name of this corporation shall be:

IMPEDI CORPORATION

With the principal place of business located at:

801 BRICKELL BAY DRIVE SUITE 1570 A
MIAMI, FL. 33131

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**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.

**ARTICLE IV
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their 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 V
INITIAL REGISTERED OFFICE**

The street address of the registered office of this Corporation is:

444 BRICKELL AVE SUITE 750
MIAMI, FLORIDA 33131

The Name of the initial REGISTERED AGENT of this Corporation is:
MILLENNIA CONSULTING SERVICES, INC.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This Corporation shall have 2 Directors(s) initially, the number of Directors may be either increased or diminished from time to time by the laws, but shall never be less than one (1). The initial Directors of this Corporation are:

President: MERWIN ANTONIO ACOSTA VILLAO
Vice Presidente FREDDY XAVIER ACOSTA VILLAO

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing this article is:
Merwin Antonio Acosta Villao
801 Brickell Bay Drive
Suite 1570 A
Miami, Fl. 33131

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

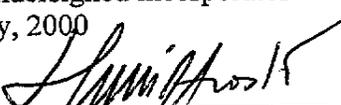
**ARTICLE IX
MANAGEMENT OF CORPORATION SHAREHOLDERS**

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Board of Directors, and the shareholders of this Corporation.

**ARTICLE X
BY LAWS**

The power to adopt, after, amend or repeal by-laws shall be vested in the BOARD OF DIRECTORS and the SHAREHOLDERS.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this 10th day of July, 2000



Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT IMPEDI CORPORATION.
DESIRING TO ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE,
STATE OF FLORIDA HAS APPOINTED:

MERWIN ANTONIO ACOSTA VILLAO

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

IMPEDI CORPORATION

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION,
AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE
FLORIDA STATUTES.

THIS 10TH DAY OF JULY, 2000


Registered Agent

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TALLAHASSEE FLORIDA