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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

MIAMI AND SOUTH AMERICA, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

MIAMI AND SOUTH AMERICA, CORP.

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ARTICLE I - NAME

The Legal Name of this Corporation is:

MIAMI AND SOUTH AMERICA, CORP

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any business and / or activities permitted under the Laws of the United States of Americas and State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is ONE HUNDRED, Shares of Common Stock having a per value of \$ 1.00 (One)per each share. The Capital Stock is \$ 100.00.

ARTICLE - V

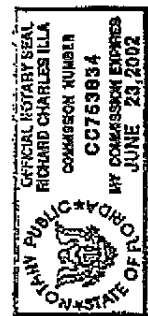
INITIAL AND PRINCIPAL REGISTERED OFFICE AND AGENT

The initial and principal registered office of this Corporation shall be at: 8839 S.W. 215 LANE MIAMI, FLORIDA 33189. and the initial and principal registered agent of the Corporation shall be: LÜZ ASTRID RAYKOVICH, who upon accepting this designation and agree, to comply with the provisions of Section No. 48.091, Florida Status as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of ONE member. The number of Directors may be increased and / or decreased from time to time, by the affirmative vote of a majority of the Board of Directors and by the affirmative vote of the stockholders of not less than two-thirds (2/3) of the outstanding stock of the corporation. The number of Directors never shall be less than One (1) and no more than Five (5). The Names and addresses of the Directors constituting the initial Board of Directors are:

NAME

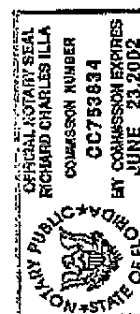
ADDRESS

1.-LUZ ASTRID RAYKOVICH
DIRECTOR

8839 S.W. 215 LANE
MIAMI, FLORIDA 33189

ARTICLE - VII

The stockholders of this corporation shall have the power to include in the By-Laws, or adopt resolutions by a two-thirds (2/3) majority and regulatory or restrictive provision regarding the proposed sale, transfer or other disposition of the corporation's stock by its stockholders or in the event of death of any stockholder. Said restrictions shall be binding upon third parties with actual knowledge thereof or if the same, or notice of the same, shall be plainly written upon the certificate evidencing ownership of the stock.



ARTICLE VIII- INCORPORATOR

The Name and Address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

LUZ ASTRID RAYKOVICH
INCORPORATOR

8839 S.W. 215 LANE
MIAMI, FLORIDA 33189.


INCORPORATOR-SIGNATURE

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ACCEPTANCE OF REGISTERED AGENT

Having been Named to accept Service of Process for : **MIAMI AND SOUTH AMERICA, CORP.**..at the place designated in the Articles of Incorporation. **LUZ ASTRID RAYKOVICH**, accept to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open said office.

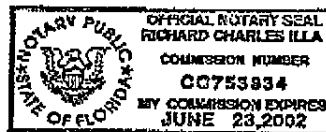
Miami-Dade County
State of Florida
Date: JUNE 20TH, 2000

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DIVISION OF CORPORATIONS
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By: *Luz Astrid Raykovich*
Signature - Registered Agent.

Witness my hand, signed before me:
at Miami-Dade County
June 20th, 2000
State of Florida.

Richard Charles Illa
Richard Charles Illa - Notary Public.



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