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Arias & Associates, Inc.

Members of: Greater Miami Chamber of Commerce
Latin Builders Association, Inc.
National Association Women Business Owners

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-10/13/00--01065--002
*****70.00 *****70.00

October 10, 2000

DIVISION OF CORPORATIONS
Tallahassee, FL 32314

FILED
00 OCT 13 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the incorporation documents for Alquimia Group Inc. along with a check in the amount of \$70.00.

Kindly return all documents to Arias & Associates, Inc. ATTN: Mercy Laurencio
7270 N.W. 12 Street Suite 205, Miami, FL 33126.

If you have any questions, kindly call us at (305)594-5774 Ext. 15.

Sincerely,

Mercy Laurencio

Mercy Laurencio
Administrative Assistant

Put 10/16/00

ARTICLES OF INCORPORATION
OF
ALQUIMIA GROUP INC.

FILED
00 OCT 13 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 ALQUIMIA GROUP INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

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 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of 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. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 2555 Collins Avenue, Suite 2300 Miami Beach, FL 33140 and the name of the initial registered agent of this corporation at that address is Alina Nunez. The Principal Office and /or mailing address is 2555 Collins Avenue, Suite 2300 Miami Beach, FL 33140.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and street address of the initial director is:

Alina Nunez
2555 Collins Avenue, Suite 2300
Miami Beach, FL 33140

ARTICLE VII

The name and address of the incorporator to these Articles of incorporation is: Alina Nunez 2555 Collins Avenue, Suite 2300 Miami Beach, FL 33140.

ARTICLE VIII

BYLAWS

The power of adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

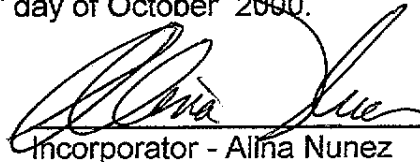
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 10th day of October 2000.

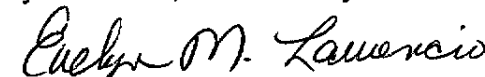

Incorporator - Alina Nunez

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Alina Nunez known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of October 2000.


Notary Public
State of Florida at Large

My commission expires:



Evelyn M Laurencio
My Commission CC795015
Expires December 14, 2002

CERTIFICATE OF REGISTERED AGENT
OF
ALQUIMIA GROUP INC.

FILED
00 OCT 13 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Alquimia Group Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at City of Miami Beach, County of Miami-Dade, State of Florida, has named Alina Nunez of address 2555 Collins Avenue Suite 2300, Miami Beach, FL 33140 Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 10th day of October 2000.


Alina Nunez