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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 29 PM 2:00

FLORIDA PROFIT CORPORATION OR P.A.

MIW, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

6

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ARTICLES OF INCORPORATION

OF

MIW, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I.
NAME

The name of the corporation ("Corporation") is MIW, INC.

ARTICLE II.
BUSINESS PURPOSE

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.
CORPORATE OFFICE

The street address of the principal office of the Corporation is 3500 Blue Lake Drive, #C-504, Pompano Beach, Florida 33064.

ARTICLE IV.
CAPITALIZATION

The aggregate number of shares that the Corporation is authorized to issue is 1,500 all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value for each share shall be \$1.00.

Prepared by:
Paul D. Gottfried, Esq.
AMSTER, GOMEZ & GOTTFRIED, P.A.
412 Southeast 23rd Street
Fort Lauderdale, Florida 33316
Tel: (954) 467-7010
Florida Bar Number: 0032212

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ARTICLE V.
REGISTERED OFFICE AND AGENT

The address of the initial registered agent of the Corporation in the State of Florida is 3500 Blue Lake Drive, #C-504, Pompano Beach, Florida 33064 and the name of the initial registered agent of the Corporation at such address is William Delrisco.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and their respective street address of the initial directors who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
William Delrisco	3500 Blue Lake Drive, #C-504 Pompano Beach, Florida 33064
Marcelo Arbelo	3500 Blue Lake Drive, #C-504 Pompano Beach, Florida 33064
Ivan Reyes	3500 Blue Lake Drive, #C-504 Pompano Beach, Florida 33064

ARTICLE VII.
INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
William Delrisco	3500 Blue Lake Drive, #C-504 Pompano Beach, Florida 33064

ARTICLE VIII.
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of

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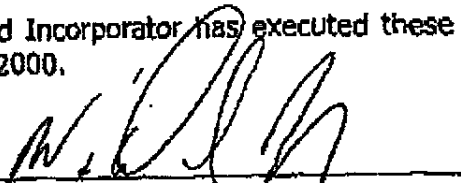
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any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors.

ARTICLE IX:
CORPORATE DURATION

The corporate existence of the Corporation shall commence as of the date and time upon which the Incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same. The Corporation shall exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28 day of December 2000.


William Delrisco, Incorporator

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400000067619 ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the proposed domestic corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties and I familiar with and accept the obligations of my position as registered agent.


 William Delrisco, Registered Agent

Date: December 28, 2000

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OF

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Marcelo Arbelo	3500 Blue Lake Drive, #C-504 Pompano Beach, Florida 33064
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<u>NAME</u>	<u>ADDRESS</u>
William Delrisco	3500 Blue Lake Drive, #C-504 Pompano Beach, Florida 33064

ARTICLE VIII.
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of

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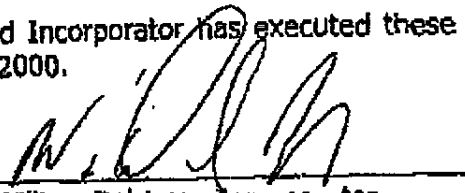
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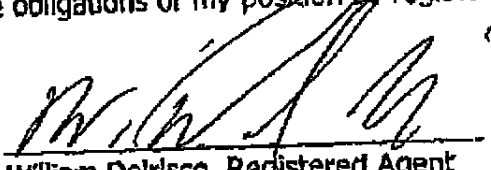
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William Delrisco, *Incorporator*

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 William Delrisco, Registered Agent

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