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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

VAL, FERRO & ASSOCIATES INC.

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

ARTICLES of INCORPORATION VAL, FERRO & ASSOCIATES INC.

ARTICLE I

The name of this corporation shall be: VAL, FERRO & ASSOCIATES INC.

With the principal temporary place of business located at:
22119 BOCA RATON PLACE Dr # 323
BOCA RATON FL 33433

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 10,000 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:
20630 BISCAYNE BLVD AVENTURA FL 33180

The Name of the initial REGISTERED AGENT of this Corporation is:
Millennia Consulting Services, Inc.

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278 FL
20630 BISCAYNE BLVD
MIAMI, FL 33180

ARTICLE VI

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INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 (One) Director initially, the number of Directors may be either increased or diminished from time to time according to the bylaws, but shall never be less than one (1). The initial Directors of this Corporation is/are:

President: VALDOMIRO SILVA

ARTICLE VII INCORPORATOR

The name and address of the person signing this article is:
VALDOMIRO SILVA
22119 BOCA RATON PLACE DR. # 323

ARTICLE VIII INDEMNIFICATION

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

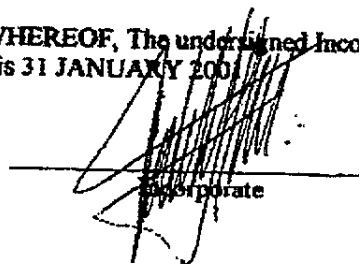
ARTICLE IX MANAGEMENT OF CORPORATION

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 President and the shareholders of this Corporation.

ARTICLE X BY LAWS

The power to adapt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDERS.

IN WITNESS WHEREOF, The undersigned Incorporator has executed these articles of Incorporation this 31 JANUARY 2001


Incorporator

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

WITNESSETH: VAL, FERRO & ASSOCIATES INC

**THAT DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF
DADE, STATE OF FLORIDA HAS APPOINTED:**

Millennia Consulting Services, Inc.

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

ACKNOWLEDGMENT:

Carlos Molina (president)

**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 01/31/01



Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

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