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LUIS FERNANDO NORIEGA
14211 S.W. 96 Terrace
Miami, Florida 33186
(305) 385 - 7580

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 30, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: CIDETE ENGINEERS, CORP.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Please file the original Articles and return to me one certified copy.

I am enclosing our check in the amount of \$78.75, which covers all required fees including the cost of the certified copy.

Thank you for your cooperation in this matter.

Very truly yours,



LUIS FERNANDO NORIEGA

Encls.

PH 2/8/01

ARTICLES OF INCORPORATION

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OF

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CIDETE ENGINEERS, CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME

The name of this corporation is CIDETE ENGINEERS, CORP...

ARTICLE TWO

DURATION

This corporation shall exist perpetually unless sooner dissolved according to law, commencing PERPETUALLY

ARTICLE THREE

PURPOSE

The general nature of the business of this corporation shall be any and all activities or businesses permitted under the laws of the United States of America and the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The amount of total authorized capital stock of this corporation shall be 500 shares of common stock, \$10.00 par value each share, and all such stock shall be payable in cash, property, labor or services at a just evaluation to be fixed by the Board of Directors at a meeting called for that purpose.

The said capital stock is being issued pursuant to Section 1244 of the Federal Internal Revenue Code.

ARTICLE FIVE

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The principal place of business of this corporation shall be 14211 S.W. 96 Terrace, Miami, Florida, 33186, with the privilege of having branch offices at any other place, and the Resident Agent for service shall be:

LUIS FERNANDO NORIEGA, 14211 S.W. 96 Terrace, Miami, Florida, 33186.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially; the number of directors may be either increased from time to time by the By-laws, but never shall be less than one.

The officers of this corporation shall be President, Vice-president, Secretary, Treasurer, or assistants thereof.

The names and post office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, are as follows:

LUIS FERNANDO NORIEGA 14211 S.W. 96 Terrace,
Miami, Florida, 33186

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is:

LUIS FERNANDO NORIEGA 14211 S.W. 96 Terrace,
Miami, Florida, 33186

ARTICLE NINE

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

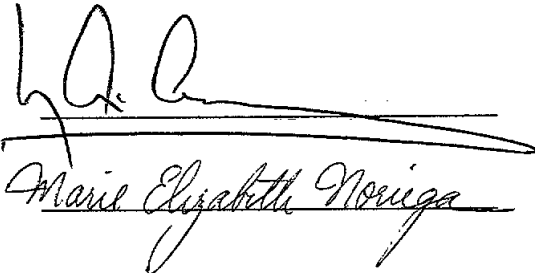
ARTICLE TEN

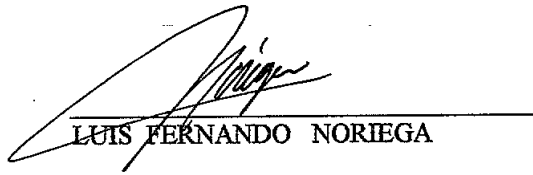
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting, after due notice given, by vote of the majority of the stock entitled to vote thereon and present at said meeting.

IN WITNESS WHEREOF, the undersign subscriber has executed these Articles of Incorporation this thirtieth day of January, 2001.

In Witness:


Marie Elizabeth Noriega


LUIS FERNANDO NORIEGA

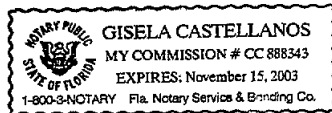
STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared LUIS FERNANDO NORIEGA, to me known and known to me to be the person who executed the foregoing Articles of Incorporation for the uses and purposes therein contained.

WITNESS my hand and seal this thirtieth day of January, 2001, at Miami, Dade County, Florida.


NOTARY PUBLIC

My commission expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant with Chapter 48.091 Florida Statutes, the following is submitted:
CIDETE ENGINEERS, CORP., desiring to organize under the laws of the State of Florida, with its principal office in the city of Miami, County of Dade, State of Florida, has named LUIS FERNANDO NORIEGA, of 14211 S.W. 96 Terrace, Miami, Florida, 33186, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

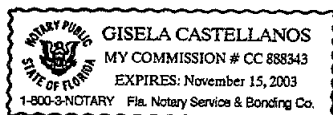
Having been named to accept service of process of the above stated corporation, at the place designated in this certificate, I hereby accept to act in the capacity and agree to comply with the provisions of said Act relative to keeping open said office.



LUIS FERNANDO NORIEGA
REGISTERED AGENT



NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA