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Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

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FLORIDA PROFIT CORPORATION OR P.A.

VIEL CABALLERO ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF**

VIEL CABALLERO ENTERPRISES, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: VIEL CABALLERO ENTERPRISES, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 10730 NW 66 ST., SUITE 112, MIAMI, FL 33178

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 1,000 shares having an individual par value of \$ 1.00
Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: FERNANDO SILVA 16300 NE 19 AVE SUITE 100 NORTH MIAMI BEACH, FL 33162

ARTICLE VII

The name and address of the officers and initial board of director(s) shall be:

PRES/DIR
FELIPE VIEL

10730 NW 66 ST., SUITE 112
MIAMI, FL 33178

VICEPRES/DIR
PAULA CABALLERO

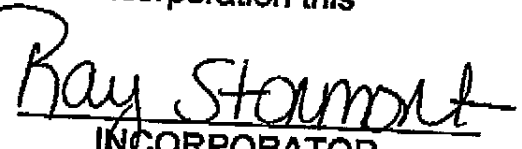
10730 NW 66ST., SUITE 112
MIAMI, FL 33178

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc.
2444 N.W. 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 17th day of MAY, 2001.


INCORPORATOR
Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607/0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that VIEL CABALLERO ENTERPRISES, INC.
(Name of Corporation)

desiring to organize under the laws of the State of FLORIDA

with its principal office, as indicated in the articles of incorporation has named
FERNANDO SILVA
(Name of Registered Agent)

located at 16300 NE 19 AVENUE SUITE 100

City of North Miami Beach County of DADE State of Florida

as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


/Registered Agent

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