

PO1000054219

Miami April 27, 2001

DIVISION OF CORPORATION
NEW FILLINGS SECTION
P.O. BOX 6327
TALLAHASSEE, FL 32314

AT: To whom it may concern:

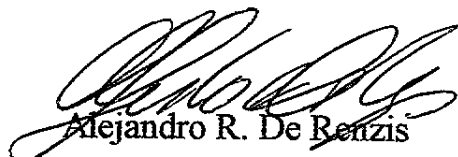
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*****78.75 *****78.75

Dear Mrs. / Sir:

Enclosed you will find The Articles of Incorporation of GADALVA CORPORATION, plus a check for \$ 78.75 covering your fee charges, including the certification.

If you have any questions regarding our company, please contact us at the address given in The Articles or call us at (305) 718-4955.

Sincerely yours,


Alejandro R. De Renzis

FILED
01 MAY 24 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
GADALVA CORPORATION

The undersigned subscriber to these articles of incorporation natural person competent to contract, hereby associate himself to form a corporation under the laws of the State of Florida.

ARTICLES I

NAME

The name of this corporation is : GADALVA CORPORATION

ARTICLES II

PURPOSE

The general nature of the business to be transacted by this corporation are:

The corporation may engage in any activity or business permitted under the law of the United States and of the state of Florida.

ARTICLES III

CAPITAL STOCK

The capital stock of this corporation shall be SEVEN THOUSAND FIVE HUNDRED & 00/100 (\$ 7,500.00) DOLLARS represented by seven hundred fifty (750 common shares of Ten & 00/100 (\$ 10.00) dollars each.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This stock shall have full voting rights, primitive privileges non-cumulative as to dividends, and shall be issued fully paid and non-assessable.

The stock shall be restricted as to transfer as follows: this stock may not be transferred on the books of this corporation without first giving the right of purchase for TWENTY (20) days to the corporation at the book value of the stock, and thereafter for TEN (10) days to any stockholder of record, at the same price and terms of any bonafide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is:

SIX HUNDRED & 00/100 (\$ 600.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

DIRECTORS

This corporation shall have on (1) Director initially. The number of directors may be increased from time to time by vote of the stockholder as the By-laws direct.

ARTICLE VII

INITIAL DIRECTOR

The name and street address of the member of the First Board of Directors of the corporation is as follows:

ALEJANDRO ROBERTO DE RENZIS
8410 N.W 61 STREET
MIAMI, FLORIDA 33166

ARTICLE VIII

SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation is as follows:

ALEJANDRO ROBERTO DE RENZIS
8410 N.W 61 STREET
MIAMI, FLORIDA 33166

ARTICLE IX

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is:

8410 N.W 61 STREET
MIAMI, FLORIDA 33166

The board of directors may from time to time move the principal office to any other address.

ARTICLE X

BY-LAW

The board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

ARTICLE XI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, persons or firms, in the absence of fraud, shall be invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction, and no Director or Officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation may vote on any contract or other transaction between the corporation and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a

Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of quorum.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

In order to induce persons to serve as Officers and Directors of the corporation, and its subsidiaries and affiliates, if any, the corporation shall indemnify and hold harmless each persons from and against any and all claims, liabilities and expenses to which any such persons may be subjected by reason of having been a Director or Officer, and in accordance with the foregoing, the corporation shall reimburse or otherwise hold any such person harmless from all expenses reasonable incurred, including legal expenses in defending claims based on alleged acts or omissions of such person while acting as an Officer or Director of the corporation, provided however, that no such persons shall be indemnified against of reimbursed any expenses incurred in defending any claim if it is determined that such Persons has been derelict of his duties As Director or Officer of the corporation. The foregoing rights of indemnification shall be in addition to all other similar rights to which such persons may be entitles by law, the By-Laws or by resolution adopted by the board of Directors of the stockholder.

ARTICLE XIII

REGISTERED AGENT

The registered agent of GADALVA CORPORATION

ALEJANRO ROBERTO DE RENZIS. The registered office is located at 8410 N.W 61 STREET, MIAMI, FLORIDA 33166.

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ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon.

IN WITNESS WHERE OF, I the undersigned, being of the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, or make and file these articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27th day of April, 2001.


ALEJANDRO ROBERTO DE RENZIS

STATE OF FLORIDA

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COUNTY OF MIAMI-DADE

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SS

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Before me, the undersigned Notary, personally appeared ALEJANDRO ROBERTO DE RENZIS, who is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who, after being by me first duly sworn, on oath, deposes and says and does acknowledge before me, that the said Articles to be the act deed of the signer and that the matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Miami-Dade County,

Florida, this 27th day of April, 2001


NOTARY PUBLIC

OFFICIAL NOTARY SEAL CELESTINO RODRIGUEZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC973295 MY COMMISSION EXP. OCT. 5, 2004


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

In compliance with section 48.091, Florida Statutes, the following is
submitted:

First: That GADALVA CORPORTION, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business
in the City of Miami, State of Florida, has named ALEJANDRO ROBERTO
DE RENZIS, located at 8410 N.W 61 STREET, MIAMI, FLORIDA 33166,
as its agent to accept service of process within Florida.

Date: April 27, 2001

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I hereby agree to
act in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.


REGISTERED AGENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 MAY 24 PM 1:14
FILED