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TRANSMITAL LETTER

May 21st. 2001.

Department of State  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, Fla. 32314

300004449603--9  
-06/28/01--01052--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir:

Enclosed please find Articles of incorporations and the Designation and Acceptance of registered Agent for filing, together with our Money Order in the amount of \$78.75 to cover filing fee, designation of registered agent, and charter tax.

Sincerely,

  
FELIPE CASTELAO

01 JUN 28 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

T. Burch JUL 2 2001

**FILED**

**ARTICLES OF INCORPORATION  
OF  
CASTELAO & GUEDEZ CONSTRUCTION INC**

01 JUN 28 AM 10:25

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be; CASTELAO & GUEDEZ CONSTRUCTION INC.

**ARTICLE II  
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV  
ADDRESS**

The street address of the initial registered office of the corporation shall be: 7920 HARDING AVE. SUITE #8, MIAMI BEACH, Fl. 33141, and the name of the initial Registered Agent for the corporation at the address is Mr. ENRIQUE ALVAREZ.

**ARTICLE V  
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of section 1244 of the internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI  
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII  
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been director, stockholder or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as matter of law.

**ARTICLE VIII  
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more directors of the corporation is or are interested in a contract transaction, or are directors or officers of any other corporation, and any director of directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of: FELIPE CASTELAO.....PRESIDENT

ENRIQUE ALVAREZ.....VICE-PRESIDENT

HENRY YENSSY GUEDEZ.....SECRETAIRE

**ARTICLE IX  
INCORPORATOR**

The names and address of the incorporators are: FELIPE CASTELAO, ENRIQUE ALVAREZ AND HENRY YENSSY GUEDEZ with address at: 7920 HARDING AVE. SUITE #8 MIAMI BEACH, FL. 33141

**DESIGNATION AND ACCEPTANCE  
BY REGISTERED AGENT**

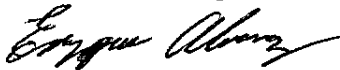
The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of State of Florida, with its principal office located at; 7920 HARDING AVE SUITE #8 MIAMI BEACH, FL. 33141.

CASTELAO & GUEDEZ CONSTRUCTION, INC. has named ENRIQUE ALVAREZ whose address is 7920 HARDING AVE. SUITE #8 MIAMI BEACH, FL. 33141 as its agent to accept service process within this State.

**ACCEPTANCE**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designate address in some conspicuous place in the office as required by law.

Registered Agent:



ENRIQUE ALVAREZ

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

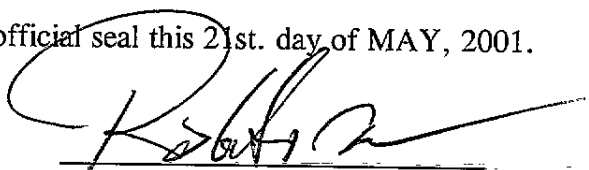
BEFORE ME, the undersigned authority, this day personally appered ENRIQUE ALVAREZ who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expresed herim.

WITNESS my hand official seal this 21st. day of MAY, 2001.

(SEAL)



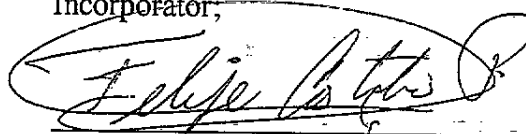
Roberto Martinez  
My Commission CC836569  
Expires May 13, 2003




NOTARY PUBLIC, SATATE OF FLORIDA  
My Commision Expires on: 5-13-2003

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21th. day of MAY, 2001.

Incorporator,

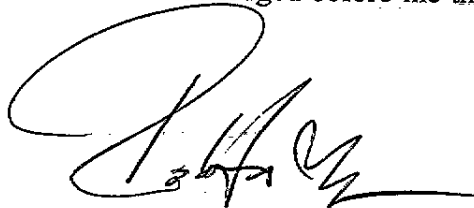


FELIPE CASTELAO

  
ENRIQUE ALVAREZ  
HENRY YENSSY GUEDEZ

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was executed and acknowledged before me this 21st. day of MAY, 2001.



Notary Public, State of Florida  
My commission expires on: 5-13-2003

