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Florida Department of State
Division of Corporations
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To: Division of Corporations
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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

AQUILES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
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AUG-02-2001 09:52

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DIVISION
SECRETARY OF STATE
CORPORATIONS

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**CERTIFICATE OF INCORPORATION
OF
AQUILES, INC.**

The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I NAME

The name of this corporation is: Aquiles, Inc.

ARTICLE II NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in, have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

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Prepared by:
Carlos Solano
1235 Alton Rd.
Miami Beach, FL 33139
(305) 674-1681

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 100 (One Hundred) shares of common stock having a nominal of \$10.00 Par/ value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 1,000.00 (One Thousand 0/100)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 2528 Sunfish Street, Orlando Fl. 32839. The board of directors may from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS & DIRECTORS

The name and post office address of each subscriber and director to these Articles of Incorporation is:

Clelia Vieira

2528 Sunfish Street, Orlando, Fl. 32839

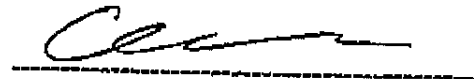
President
Secretary

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 2528 Sunfish Street, Orlando, Fl. 32839 and the registered agent being Clelia Vieira.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board of directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.



**Clelia Vieira
President
Secretary**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS, DOMICILE, OR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

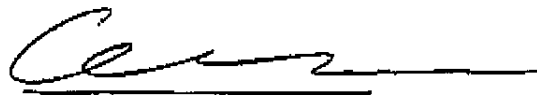
In compliance with Section 607.34 Florida Statutes, the following is
submitted, in compliance with said act:

FIRST: That, Aquiles, Inc. desiring to organize or qualify under the laws
of the State of Florida with its principle office as indicated in the articles of
incorporation at Orlando, Florida, has hereby named Clelia Vieira of 2528
Sunfish Street, Orlando, Fl. 32839, as its agent to accept services of
process within this state.

ACKNOWLEDGMENT:

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
provision of said act relative to keeping open said office.



**Clelia Vieira
Register Agent.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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STATE OF FLORIDA

) SS

COUNTY OF ORANGE

I HEREBY CERTIFY: That on this day, before me, a Notary Public the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared, Clelia Vieira of Aquiles, Inc. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me as subscriber(s) to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, said County and State, on this 1st day of the month of August, 2001.


NOTARY PUBLIC SEAL

MY COMMISSION EXPIRES:



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