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FLORIDA PROFIT CORPORATION OR P.A.

ALFIL CORPORATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 3, 2001

EMPIRE

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ARTICLES OF INCORPORATION
OF
ALFIL INVESTMENTS CORPORATION

STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this corporation is ALFIL INVESTMENT'S CORPORATION.

ARTICLE II - ADDRESS

The principal place of business and mailing address of this corporation is 1001 Brickell Bay Drive,
Suite 2608, Miami, Florida 33131.

ARTICLE III - AUTHORIZED SHARES

This Corporation is authorized to issue 10,000,000 shares of capital stock, no par value.

ARTICLE IV - CLASSES OF STOCK

The authorized shares of capital stock in this Corporation are not divided into classes.

ARTICLE V - SHARES IN SERIES

None of the shares of capital stock in this Corporation are to be issued in series.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Mark A. Marder. The street address

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Mark A. Marder, Esquire
Penthouse Five, 9400 Dadeland Towers
9400 South Dadeland Boulevard
Miami, Florida 33156
F.B.N.: 248835

Articles of Incorporation
Alfil
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of the initial registered office of this Corporation is Penthouse Five, 9400 Dadeland Towers, 9400 South Dadeland Boulevard, Miami, Florida 33156.

ARTICLE VIII - INITIAL DIRECTORS

The initial Board of Directors shall consist of one director; namely, Emilio J. Ghersi, of 1001 Brickell Bay Drive, Suite 2608, Miami, Florida 33131.

ARTICLE IX - INITIAL OFFICERS

The initial Officers of the Corporation shall be the following: as President, Gustavo E. Steiger of 1001 Brickell Bay Drive, Suite 2608, Miami, Florida 33131; as Secretary, Miguel Gomez of 1001 Brickell Bay Drive, Suite 2608, Miami, Florida 33131.

ARTICLE X - INCORPORATORS

The name and address of the person signing these articles is Mark A. Marder, Penthouse Five, 9400 Dadeland Towers, 9400 South Dadeland Boulevard, Miami, Florida 33156.

ARTICLE XI - PURPOSE

This Corporation is being formed for the purpose of furnishing consulting services and all other purposes permitted under the laws of the state of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

24 day of August, 2001.


MARK A. MARDER

STATE OF FLORIDA:
COUNTY OF BROWARD:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK A. MARDER, who is personally known to me or who

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Articles of Incorporation

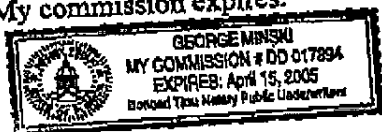
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produced identification in the form of David Levine, and he executed the foregoing in my presence.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of August, 2001.

My commission expires:



George Minski
NOTARY PUBLIC, State of Florida
At Large

ACCEPTANCE OF REGISTERED AGENT

I am familiar with and accept the obligations of the position of Registered Agent for the foregoing corporation; I agree as Registered Agent to accept service of process for said corporation; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in said office as required by law.

Mark A. Marder
MARK A. MARDER

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