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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

BALJERAV-USA, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BALJERAV - USA, INC.

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be "BALJERAV - USA, Inc."

ARTICLE II MAILING ADDRESS, REGISTERED OFFICE AND PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

C/o Raul E. Ayala

12919 Raysbrook Dr.

Riverview, Florida 33569

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares. The par value for each authorized share is \$0.10 (Ten cents of dollar).

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The ownership of the shares of stock is as follows:

Name of Stockholder : BALJERAV S.A., a Peruvian Corporation

Address of the Stockholder : Av Alfonso Ugarte No 1060
Distrito de Breña,
Lima - PERU
SOUTH AMERICA

Number of Shares : 100

ARTICLE IV - STOCKHOLDERS

1. PLACE OF MEETING

Meetings of stockholder(s) shall be held on the principal office of the Corporation or at such place within or without the State of Florida, as The board shall authorize.

2. ANNUAL MEETING

The annual meeting of stockholder(s) shall be held on December, as The board shall call.

3. SPECIAL MEETINGS

The board may call special meetings of the stockholder(s) or by the President or at the request of stockholder(s) owning a majority of the Stock entitled to vote as such meeting.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Augusto Santiago

155 South Miami Ave., Penthouse 1

Miami, Florida 33130

ARTICLE VI - DIRECTORS

Raul E. Ayala, MD, as Operations-Director

Ms. Lily E. Ayala, as Executive-Director

Ms Gabriela P. Acosta, as Finance-Director

The "Executive-Director" manages the business in a dally basis manner, and reports to the Assembly of Stockholder(s), the President, Vice-President and Treasurer of the corporation.

In case of absence of the "Executive-Director", the "Operations-Director" or the "Finance Director" will take the "Executive Director's" position, holding the same duties. Either, the "Operations-Director or the "Finance Director" are authorized to use the title of "Director"

"Finance-Director, represents the corporation and are full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by the "Finance-Director"

ARTICLES VII – DESIGNATED OFFICERS

The Officer(s) of the corporation is (are):

Raul E. Ayala, MD, President, Vice President, Treasurer, Secretary.

At any time, any designated officer represents the corporation and is full empowered without limitation to all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of accounts with bank(s) and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

ARTICLES VIII – INCORPORATOR

The incorporator is Baljerav S.A. acting through its agent Mr. Raul E. Ayala.

Raul E. Ayala, Agent of Baljerav S.A.

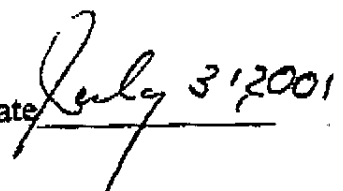
12919 Raysbrook Dr

Riverview, Florida 33569

Incorporator


BALJERAV S.A.
By Raul E. Ayala, Agent

Date



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ACKNOWLEDGEMENT: Having been named and appointed as registered agent and to accept service of process of the above stated corporation at the place designate 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.

Registered Agent


Augusto Santiago

Date

08/06/01

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