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Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

BOLERO VENTURES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
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**ARTICLES OF INCORPORATION
OF**

H 01000092367 BOLERO VENTURES, INC.

ARTICLE I

The name of the corporation is **BOLERO VENTURES, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in business ventures, investments and any other purpose authorized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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.

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ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be 3155 South Miami Avenue, Miami, Florida 33129, and the name of the initial registered agent of this corporation shall be Robert L. Roth.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the directors of this corporation are:

Robert L. Roth
President/Vice-President/Secretary/Treasurer
3155 South Miami Avenue
Miami, Florida 33129

Robert L. Roth
Director
3155 South Miami Avenue
Miami, Florida 33129

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Robert L. Roth
President/Vice-President/Secretary/Treasurer
3155 South Miami Avenue
Miami, Florida 33129

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - INDEMNIFICATION

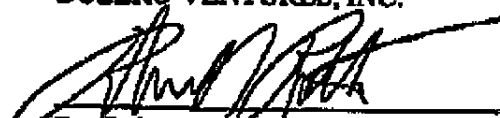
The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by the law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of August, 2001.

BOLERO VENTURES, INC.


By: Robert L. Roth

STATE OF FLORIDA)

) ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared ROBERT L. ROTH, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 21st day of August, 2001.

 Jose E. Hernandez
My Commission CCE77100
Expires October 8, 2003


Notary Public, State of Florida
At Large

My Commission Expires:

Affiant is Personally Known by Me.

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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that BOLERO VENTURES, INC. desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation at City of Miami, Dade County, Florida, has named ROBERT L. ROTH located at 3155 South Miami Avenue, Miami, Florida 33129, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ROBERT L. ROTH
Resident Agent

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