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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 19, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32302

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-11/27/01--01013--012
****120.00 *****78.75

RE: DGM International Corp.

Dear Sir/Madam:

Attached please find original and copy of the articles of incorporation fro DGM International Corp. Once executed, please return certified copy to us for records. Thank you.

Sincerely,

GO.

GINA O. ARELLANO



BS/28/07

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DGM INTERNATIONAL, CORP.**

A Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I – Name

The name of this corporation is DGM International, Corp.

Article 2 – Mailing Address and Principal Office

The principal office address of this Corporation shall be:

5401 Collins Avenue
Suite # 512
Miami Beach, Florida 33140

The principal mailing address of this Corporation shall be:

5401 Collins Avenue
Suite # 512
Miami Beach, Florida 33140

Article 3 – Duration

The period of its duration is perpetual

Article 4 – Purpose

The purpose is to engage in any lawful activities.

Article 5 – Capital Stock

The corporate capital shall be \$1,000.00 divided into 1,000 shares of \$1.00 each.

Article 6 – Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is Gina O. Arellano and the initial registered office of this corporation is 5401 Collins Avenue, Suite # 512, Miami Beach, Florida 33140

Article 7 - Initial Board of Directors

The initial board of directors shall consist of two members. The initial directors are as follows:

Hernan B. Ortiz
Melanie N. Torres

President
Vice President

Article 8 - By-Laws

The corporation may adopt its by-laws at such time as determined by the Board of Directors.

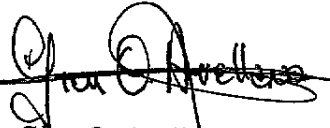
Article 9 - Indemnification

The Corporation may indemnify its officers and directors for any acts whatsoever.

Article 10 - Amendment to Articles

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 26 day of October, 2001.



Gina O. Arellano
Incorporator
5401 Collins Avenue
Suite # 512
Miami Beach, FL 33140

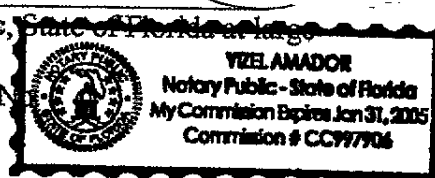
Sworn to and subscribe before me by Mrs. Gina O. Arellano, who present her Florida Driver License No. 0632-29266624-0 this 15th day of November, 2001.

Notary Public, State of Florida at Large

Name:

Commission No.

Expires:



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Certificate of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Of

DGM INTERNATIONAL, CORP.

A Florida Corporation

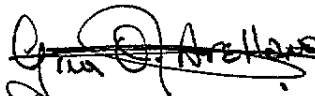
Pursuant to Chapter 607 of the Florida Statutes, the following is submitted in compliance with the Act:

That DGM International, Corp. is desiring to organize under the laws of the State of Florida with principal office, as indicated in the Articles of Incorporation at the City of Miami Beach, County of Miami Dade, State of Florida, has named Gina O. Arellano: 5401 Collins Avenue, Suite # 512, Miami Beach, Florida 33140 as its agent to accept service of process within this state.

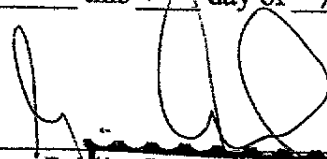
ACKNOWLEDGEMENT

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

Dated this 26th day of October, 2001


Gina O. Arellano

Sworn to and subscribe before me by Mrs. Gina O. Arellano, who present her Florida Driver License No. 0632-29266 624-0 this 15th day of November, 2001.


Notary Public, State of Florida at large
Name: VIZEL AMADOR
Commission # CC997906
Expires: My Commission Expires Jan 31, 2005