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FLORIDA PROFIT CORPORATION OR P.A.

AEROCHANCE S.A., INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

AEROCHANCE S.A., INC

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the of the State of Florida.

ARTICLE I - NAME

The name of the corporation is AEROCHANCE S.A., INC and the address is 142 SW 113 AVE MIAMI, FL 33174

ARTICLE II - DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of purchasing, refurbishing, letting and selling residential and commercial real estate properties for profit. Furthermore, the above corporation is organized to conduct any and all other lawfully related business.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued

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thereof, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration thereof, has been paid. Thereafter, such shares shall be deemed to be fully paid and non assessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. The corporation shall have 3 directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation. The names and street addresses of the initial Directors who shall hold office until successor, who shall be chosen at the first meeting of stockholders as qualified shall be:

NAME	ADDRESS
ARNALDO AZARA (PRESIDENT)	142 SW 113 AVE MIAMI, FL 33174
RAMON CASTILLO (V.P., SEC)	SAME
JUAN SILVA (V.P., TRES)	SAME

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ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent permitted by law.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENT

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

ARTICLE IX DISTRIBUTION OF SHARES

Shares are held as follows
Acrochance S.A. a corporation in Venezuela = 58 % shares
Arnaldo Azara = 14 % shares
Ramon Castillo = 14 % shares
Juan Sliva = 14 % shares

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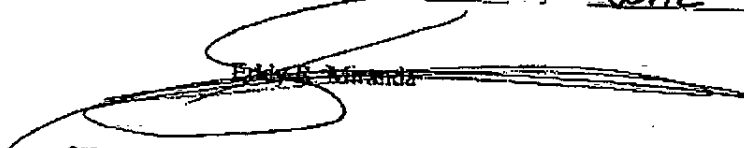
ARTICLE X - INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is
Eddy R. Miranda

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the corporation is Eddy R. Miranda
And the name of the initial registered agent at that address is 9155 s Dadeland Blvd Suite 1412
Miami, Fl 33156

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these
Articles of Incorporation on this 14 day of JUNE, 2001.


Eddy R. Miranda

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths
and acknowledgments, personally appeared Eddy R. Miranda, who, after being duly sworn, and
who is personally known to me, executed the foregoing Articles of Incorporation, and
acknowledged before me that Eddy R. Miranda executed the same freely and voluntarily for the
purposes therein intended.

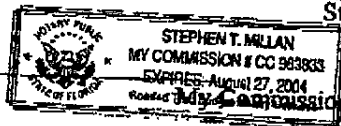
Sworn to and subscribed before me this 14 day of JUNE, 2001.

NOTARY PUBLIC:

(Sign)

Stephen T. Millan

Commission No.:



Commission Expires:

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CERTIFICATE OF REGISTERED AGENT

AEROCHANCE S.A., INC

Pursuant to Florida Statutes Chapters 48 and 607, the following is submitted: The above corporation, desiring to organize under the Laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation, at Dade County, has named Eddy R. Miranda, located at the aforesaid address, as its Registered Agent to accept service 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 accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

BY: 
EDDY MIRANDA

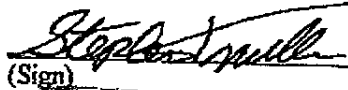
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and acknowledgments, personally appeared Eddy R. Miranda, who, after being duly sworn, and who is personally known to me, executed the foregoing Certificate of Registered Agent and acknowledged before me that Eddy R. Miranda executed the same freely and voluntarily for the purposes therein intended.

Sworn to and subscribed before me this 14 day of JUNE, 2001.

NOTARY PUBLIC:


(Sign)



My Commission Expires: