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VARGAS, PIEDRA & CO.
CERTIFIED PUBLIC ACCOUNTANTS

MEMBERS
AMERICAN AND FLORIDA
INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

SUITE 516
LE JEUNE CENTRE
780 N.W. LE JEUNE ROAD
MIAMI, FLORIDA 33126
TELEPHONE
(305) 443-7122

March 6, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

200005096482--2
-03/12/02-01033-019
****128.75 ****128.75

RE: MARENGO DEVELOPMENT, INC.
CERTIFICATE OF DOMESTICATION

Enclosed you shall find check no. 0170 in the amount of \$128.75 for the above mentioned company.

Please provide us with Certificate of Domestication, along with Articles of Incorporation and Certified Copy.

If you should have any questions do not hesitate to call me.

Sincerely,

Aurelio A. Piedra, CPA

AAP/dci

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 12 AM 12:16

3-20-02
WC

CERTIFICATE OF DOMESTICATION

The undersigned, JORGE PERICO CARDENAS, VICE-PRESIDENT
(Name) (Title)
of MARENGO DEVELOPMENT, INC., a foreign Corporation, ___
(Corporation Name)

FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
02 MAR 12 AM 12:16

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was April 4, 1995.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Republica De Panama.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was MARENGO DEVELOPMENT, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is MARENGO DEVELOPMENT, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Republica De Panama.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am JORGE PERICO CARDENAS, of MARENGO DEVELOPMENT, INC,
and am authorized to sign this certificate of Domestication on behalf of the corporation
and have done so this the 6th day of March , 2002 .



(JORGE PERICO CARDENAS)

Filing Fee:
Certificate of Domestication \$50.00
Articles of Incorporation and Certified Copy \$78.75
Total to domesticate and file \$128.75

ARTICLES OF INCORPORATION

In compliance with Chapter F.S., 607.

ARTICLE I NAME

The name of the corporation shall be: **MARENGO DEVELOPMENT, INC.,** (hereinafter, "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is: **155 Ocean Lane Drive, Apt. 605, Key Biscayne, Florida 33149**

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: **The Corporation shall engage in any activity or business permitted under the laws of the United States and State of Florida.**

ARTICLE IV SHARES

The number of shares of stock is: **All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.**

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es): **The officers of the Corporation shall be:**

President/Director: Maria Cristina Sanchez R.

Vice-President/Director: Jorge Perico Cardenas

Secretary: Marta Sanchez De Frisz

Treasurer/Director: Marta Sanchez De Frisz

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

The initial address of registered office of this Corporation is Vargas, Piedra and Company, located at 780 N.W. Le Jeune Rd., Suite 516, Miami, Florida 33126. The name and address of the registered agent of this Corporation is Aurelio A. Piedra, CPA, located at 780 N.W. Le Jeune Rd., Suite 516, Miami, Florida 33126.

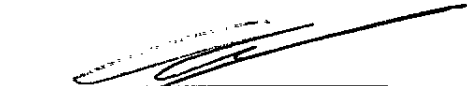
ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

The name and street address of the incorporator of this Corporation is:

Jorge Perico Cardenas
MARENGO DEVELOPMENT, INC.
Republica De Panama
Provincia De Panama

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent
AURELIO A. PIEDRA, CPA

3-06-02
Date



Signature/Incorporator
JORGE PERICO CARDENAS

03-06-02
Date