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Josefa M. Velis
Of Counsel

Date : April 18, 2002

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*****78.75 *****78.75

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Atelcine USA, INC.**

Dear Sirs or Madams:

Enclosed, please find original and copy of the Articles of Incorporation of the above referenced corporation for filing, along with our check in the total amount of \$ 78.75, covering the filing fee and the Certificate Status.

Please, proceed to file and return a copy of the filed of Articles of Incorporation and the Certificate Status to us. If there any further require ,please, inform immediately

Very Truly Tours,


Jorge R. Orta, Esq.

JRO/tj
enclosure

Corpform-t

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

Atelcine USA, INC.

ARTICLE ONE

(Name)

The name of this corporation shall be:

Atelcine USA, INC.

ARTICLE TWO

(Nature of business)

This corporation may engage in any activity or business permitted under the laws of the United States and the laws of the State of the Florida.

ARTICLE THREE

(Term of Existence)

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE FOUR

(Number of Directors)

This corporation shall at all times have at least one Director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation at all times have a minimum of one Director.

ARTICLE FIVE

(Amendment)

These articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SIX
(Capital Stock)

This corporation shall have 100 (One Hundred) shares of common capital stock, with par value of \$ 1.00, each share. All said stock shall be payable in property, labor, services, or as otherwise be accepted by the Board of Directors and just valuation shall by them be applied thereof.

ARTICLE SEVEN
(Initial Office)

The initial office address of this corporation in the State of Florida shall be:

8400 N.W. 52nd. Street
Suite 229
Miami, Florida 33166

The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

ARTICLE EIGHT
(Initial Directors)

The initial director of this corporation shall be:

HERMANN de RODT. – Director, President and Secretary

ARTICLE NINE
(Subscribers)

The name of each subscriber (s) to these Articles is/are:

NAME

JORGE R. ORTA

ADDRESS

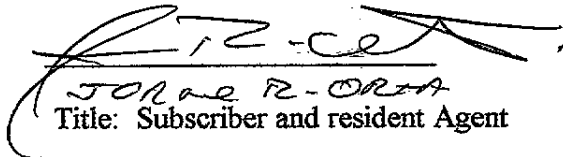
2600 S.W 3rd. Avenue
Suite 800-B
Miami, Florida 33129

ARTICLE TEN
(Resident Agent)

The name of the Resident Agent of this corporation for the purpose of service and for any other purpose for which a resident agent is required shall be:

<u>NAME</u>	<u>ADDRESS</u>
JORGE R. ORTA	2600 S.W. 3 RD . Avenue Suite 800-B Miami, Florida 33129

IN WITNESS WHEREOF, I have here unto set my hand and seal, at
County of Miami-Dade, State of Florida, on this 19th day April, 2002


JORGE R. ORTA
Title: Subscriber and resident Agent

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE ^{FOR} SECRETARY OF STATE
TALLAHASSEE FLORIDA
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

That **Atelcine USA, INC.** desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at Miami-
Dade County, State of Florida, has named, **JORGE R. ORTA, 2600 S.W. 3RD.**
Avenue, Suite 800-B, Miami, Florida 33129, State of Florida, as its agent to
accept service of process in Florida.

Signature: 

Title: Registered Agent

Date: 4/18, 2002

having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity,
and I further agree to comply with the provisions of all Statues relative to the
proper and complete performance of my duties.

Signature: 

Date: April 18, 2002