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Division of Corporations

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 1, 2002

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ARTICLES OF INCORPORATION

OF

C.E.L. INTERNATIONAL CORPORATION

ARTICLE I - NAME

AND PRINCIPAL CORPORATE ADDRESS

The name of this Corporation is: C.E.L. International Corporation

The principal corporate address of this Corporation is:
1101 Brickell Avenue, Suite 1801, Miami, Florida 33131.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. Including but not limited to financial investments, consultations, and marketing.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be: 1101 Brickell Avenue, Suite 1801, Miami, Florida 33131.

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The name of the initial registered agent of this Corporation at that address shall be: Carlos Garcia.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII

DIRECTORS

NAMES AND STREET ADDRESSES

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Carlos Garcia, President	1101 Brickell Ave., Suite 1801 Miami, Fl. 33131
Lorenzo Alejandro Sanchez, Vice President	15731 S.W. 144 Place Miami, Fl. 33177
Eduardo Garcia, Secretary	13500 S.W. 56 Street, #105 Miami, Fl. 33182

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Carlos Garcia	1101 Brickell Ave., Suite 1801 Miami, Fl. 33131

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ARTICLE IX

SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the Corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignment.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it

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is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 6 shall include the authority to establish the payment of bonuses, stock options, and pensions and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of August, 2002.


CARLOS GARCIA

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared Carlos Garcia to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of August, 2002.


My Commission Expires:
NOTARY PUBLIC, State of Florida at
Large



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DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, C.E.L. International Corporation, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Miami, Florida has named Carlos Garcia, located thereat as its registered agent to accept service of process within this State.

By: _____

CARLOS GARCIA

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____

CARLOS GARCIA

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