PO200000091882

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

300007311713--4
-08/23/02--01045--007
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CAFE INTERNET MATRIX, INC.
   (Corporation Name)   (Document #)

2. _____
   (Corporation Name)   (Document #)

3. _____
   (Corporation Name)   (Document #)

4. _____
   (Corporation Name)   (Document #)

[X] Walk in   [X] Pick up time 2.00   [X] Certified Copy

[ ] Mail out [ ] Will wait   [ ] Photocopy   [ ] Certificate of Status

RECEIVED 02 AUG 23 AM 11: 52 DIVISION OF CORPORATION

NEW FILINGS		AMENDMENTS
[X] Profit		Amendment
NonProfit		Resignation of R.A., Officer/Director
Limited Liability		Change of Registered Agent
Domestication		Dissolution/Withdrawal
Other		Merger

OTHER FILNGS		REGISTRATION/ QUALIFICATION
Annual Report		Foreign
Fictitious Name		Limited Partnership
Name Reservation		Reinstatement
		Trademark
		Other

2002 AUG 23 PM 1: 21 SECRETARY OF STATE TALLAHASSEE, FLORIDA

08-23-02

Examiner's Initials

CR2E031 (2)

ARTICLES OF INCORPORATION OF

CAFÉ INTERNET MATRIX, INC

ARTICLE I --- NAME

The name of this corporation is CAFÉ INTERNET MATRIX, INC.

ARTICLE II- EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE – III- PURPOSE

This corporation is organized for the purpose of doing commerce and transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issued 1,000 shares of ONE Dollar ($1.00) par value common stock which shall be designated as "Common Shares". The total initial capital is $ 1,000.00.

ARTICLE V – PRE-EMPTIVE RIGHTS

Every Shareholder, upon the offer for sale for cash of any stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, or the price that may be set by the Board of Directors, which ever is lowest.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8370 W. FLAGLER STREET, SUITE 110, MIAMI, FLORIDA, 33144,

1

address is ALFONSO OVIEDO-REYES, ESQ. The Street address of the initial principal office of this Corporation is 2240 SW 67 Avenue Suite 23, Miami, Florida 33155.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have al least ONE Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the rules set in the bylaws; however, there shall never be less than two Directors nor more than five. The name and address of initial Board of Directors of the Corporation is:

CARLOS HERNAN BEDOYA ....PRESIDENT
The address of the foregoing is as follows: 2240 SW 67 Avenue, Suite 23, Miami, Florida 33155.

ARTICLE VIII – INCORPORATION

The names and addresses of the Incorporators signing these articles are the same as those mentioned in the preceding article. The Incorporators take all of the shares of the corporation; as follows: CAFÉ INTERNET MATRIX, a Colombian Corporation takes 510 SHARES OR 51% of the total shares of the Corporation and CAFÉ INTERNET MATRIX, INC., a Florida corporation, takes 490 SHARES or 49% of the total shares of the Corporation.

ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE X – AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a MAJORITY of Votes of all Shareholders.

ARTICLE XI – CORPORATE BUY-OUT

Dissenting shareholders have the right to sell their shares back to the corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.

ARTICLE XII- ARBITRATION

Any dispute among shareholders will be resolved by arbitration in accordance with the rules of the American Arbitration Association by an arbitrator that will be chosen by the non-disputing shareholders. If they cannot appoint one within one week of the request the arbitrator will be the Corporation's Legal Counselor. The decision of the arbitrator will be final.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 16th, day of August 2002.

CARLOS HERNAN BEDOYA
PRESIDENT

STATE OF FLORIDA)
COUNTY OF DADE   )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above Personally appeared CARLOS HERNAN BEDOYA known to be and known by me to be the person who executed the foregoing Articles of the Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF,   have set my hand and seal in the State and County above, this 16th, day of August of 2002.

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

Luisita Montalban
Commission # DD 029534
Expires July 9, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

3

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

That CAFÉ INTERNET MATRIX, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 8370 W.Flagler Street, Suite 110, Miami, Florida 33144, County of Dade, State of Florida, has named ALFONSO OVIEDO REYES, with the same address as its agent to accept service of process within this State.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.

ALFONSO OVIEDO-REYES
Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared to me known to be the person described as ALFONSO OVIEDO REYES, and who has executed the foregoing acknowledgement before me; and accepts to be the Registered Agent for the Corporation.

NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

Luisita Montalban
Commission # DD 029534
Expires July 9, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

4