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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
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Fax Number : (305)672-9110

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## FLORIDA PROFIT CORPORATION OR P.A.

Umtali Inc.

Certificate of Status	1
Certified Copy	0
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Umtali Inc.

### Article II. Address

The Corporation's mailing address is:  
Umtali Inc.  
1428 Brickell Avenue  
Suite 206  
Miami FL 33131

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Julio Manguart, Esq.  
1428 Brickell Avenue  
Suite 206  
Miami FL 33131

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### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Alain Spaey

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Julio Manguart I FL Bar Member 298220  
Manguart & Associates P.A.  
1428 Brickell Avenue  
Suite 206  
Miami FL 33131  
305-372-8889

Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

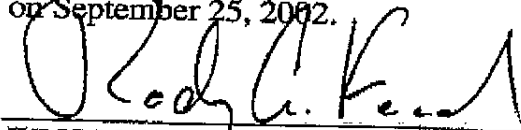
The name and address of the incorporator is:

Julio Manguart  
Manguart & Associates P.A.  
1428 Brickell Avenue  
Suite 206  
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 24, 2002.

The undersigned incorporator executed these Articles of Incorporation on September 25, 2002.



JULIO MANGUART  
by R.A. Fernandez as attorney-in-fact

Julio Manguart | FL Bar Member 298220  
Manguart & Associates P.A.  
1428 Brickell Avenue  
Suite 206  
Miami FL 33131  
305-372-8889

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

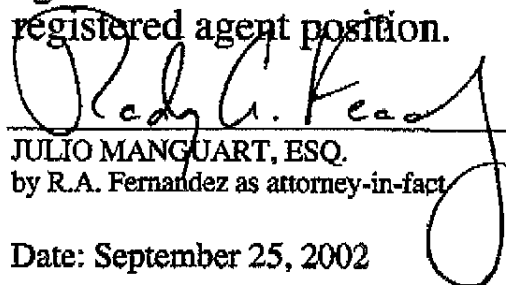
**CORPORATION:**

Umtali Inc.

**REGISTERED AGENT/OFFICE:**

Julio Manguart, Esq.  
1428 Brickell Avenue  
Suite 206  
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
JULIO MANGUART, ESQ.  
by R.A. Fernandez as attorney-in-fact

Date: September 25, 2002

Julio Manguart | FL Bar Member 298220  
Manguart & Associates P.A.  
1428 Brickell Avenue  
Suite 206  
Miami FL 33131  
305-372-8889

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