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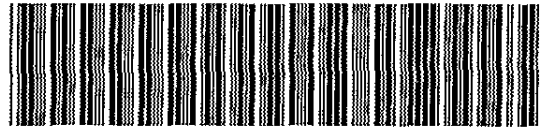
(Business Entity Name)

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EFFECTIVE DATE

11-23-02

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SECRETARY OF CORPORATIONS
02 DEC -2 PM 1:55

12-5-02

S&P Company Formations & Consulting Services

12000 Biscayne Blvd, suite# 507
Miami, Florida 33181
(305) 899-5095

TRANSMITTAL LETTER

Monday, 25 November 2002

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399
(850) 245-6052

Reference: Ecoplan Technologies (USA), Inc.

Gentlemen:

Enclosed are the original and one (1) copy of the articles of incorporation and a check for \$87,50 covering the filing fee, a Certified Copy and a Certificate of Status for the aforementioned Corporation.

In addition, we are hereby enclosing a self-addressed, prepaid USPS envelope for you to return all documents and certifications to the address nominated in said envelope.

We thank you in advance for your kind cooperation,

Yours truly,



S&P Company-Formations&Consulting Services.
Paul Di Cieri-Cambon
Director

FILED
STATE CLERK OF
FLORIDA
02 DEC -2 PM 1:55

**Articles of Incorporation
of
Ecoplan Technologies (USA), Inc.**

In compliance with Chapter 607, the undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

*The name of this corporation is **Ecoplan Technologies (USA), Inc.**
(hereinafter, "Corporation").*

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

EFFECTIVE DATE
11-23-02

*The principal address of the corporation's initial principal office 824 32nd Street,
West Palm Beach, Florida 33407 and the mailing address is the same.*

**ARTICLE III
SHARES**

*The total number of shares which the corporation shall have authority to issue is 1,000
shares of \$1 value each.*

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

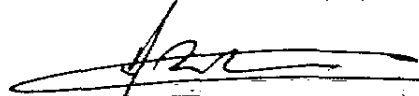
*The street address of the corporation's initial registered office and the name of its initial
registered agent at such address is:*

*H. Marcelo Mascheroni
C/O Ugo V. Chiarato, CPA
12000 Biscayne Blvd, suite# 507
Dade County
Miami, Florida 33181*

I, H. Marcelo Mascheroni, having a business mailing address identical with the

registered office of the Corporation name above located in 12000 Biscayne Blvd, suite# 507, Dade County, Miami, Florida 33181, and having been designated as the registered Agent in the above and foregoing Articles of Incorporation, am familiar with and accept the obligations of the position of the Registered Agent under the applicable provisions of the Florida Status.

Signed this 23rd day of November, 2002.



H/ Marcelo Mascheroni, Registered Agent

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the United States of America and of the State of Florida.

ARTICLE VI OFFICERS & DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

President:	H. Marcelo Mascheroni Italian Passport no. 184768 X Salt Lake & T. Jefferson Chalet "El Cedro" 20000 Punta del Este, Maldonado Uruguay
Secretary:	Mirta Nellys Diaz Perez Uruguayan Passport no. B342777 Salt Lake & T. Jefferson Chalet "El Cedro" 20000 Punta del Este, Maldonado Uruguay
Director:	Leonardo M. Aracena Moreira Uruguayan Passport no. 1.455.620-5 Stella Maris, block 60, land 18 Parque de Solymar, Canelones Uruguay

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 2 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. *The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.*

Director or Officer Interest. *In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.*

Stock Transfer Restriction. *No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the*

corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. *The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.*

ARTICLE IX TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE X

These Articles of Incorporation shall be effective this 23rd day of November, 2002.

ARTICLE XI

The name & address of the Incorporator is:

*H. Marcelo Mascheroni
Salt Lake & T. Jefferson
Chalet "El Cedro"
20000 Punta del Este, Maldonado
Uruguay*

ARTICLE XII THE PRESIDENT

The President shall be the Chief Executive Officer of the corporation. In the absence of the Chairman of the Board, or if there be no Chairman, he shall preside at all meetings of the shareholders and directors. He shall be ex-officio a member of all standing committees, have general and active management and control of the business and affairs of the corporation subject to the control of the Board of Directors, and shall see that all orders and resolutions of the board are carried into effect. The President shall execute in the name of the corporation all deeds, bonds, mortgages, contracts, and other instruments requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

ARTICLE XIII THE SECRETARY

The Secretary shall attend all meetings of the board and all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall act. He shall keep in safe custody the seal of the corporation and, when authorized by the board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary or Treasurer. He shall keep in safe custody the certificate books and stock bonds and such other books and papers as the board may direct and shall perform all other duties incident to the office of Secretary.

ARTICLE XIV FORMS & SIGNATURES

The certificates for shares of the corporation shall be in such form as shall be determined by the Board of Directors and shall be numbered consecutively and entered in the books of the corporation as they are issued. Each certificate shall exhibit the registered holder's name and the number and class of shares, and shall be signed by the Chairman of the Board, President or a Vice President and the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary, and shall bear the seal of the corporation. In case any officer or officers who have signed shall cease to be such officer or officers of the corporation, whether because of death, resignation or otherwise, before such certificate or certificates have been delivered by such corporation, such certificate or certificates may nevertheless be issued and delivered as though the person or persons who signed such certificate or certificates had not ceased to be such officer or officers of the corporation.

ARTICLE XV SHAREHOLDERS

The sole shareholder of the Corporation is:

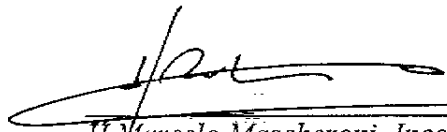
*ECOPLAN, S.r.l., a partnership organized under the laws of Uruguay
With Local Tax I.D. number ("RUC"): 213587970019
Salt Lake & T. Jefferson, Chalet "El Cedro"
20000 Punta del Este, Maldonado
Uruguay*

**ARTICLE XVI
REGISTERED SHAREHOLDERS**

The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Florida.

Certification


I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



H. Marcelo Mascheroni, Incorporator
Salt Lake & T. Jefferson
Chalet "El Cedro"
20000 Punta del Este, Maldonado
Uruguay

State of Florida, County of Palm Beach

Subscribed and affirmed before me this 23rd day of November, 2002.


Paul Di Cieri-Cambon
Commission #DD155065
Expires Oct 03, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public