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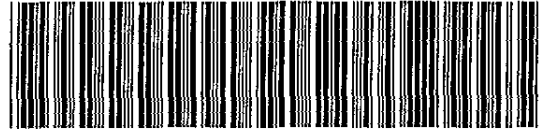
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

0811-

ARTICLES OF INCORPORATION
OF
CARTAGENA INTERNATIONAL, CORP.

THE UNDERSIGNED INCORPORATORS , FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I- NAME

THE NAME OF THE CORPORATION SHALL BE

CARTAGENA INTERNATIONAL, CORP

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

**2176 WHISPER LAKES BLVD
ORLANDO, FL. 32837**

ARTICLE III - CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS :

ONE THOUSAND (1,000), NO PAR VALUE.

ARTICLE IV - PURPOSE

THE SPECIFIC PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS :

TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE FORMED UNDER THE FLORIDA BUSINESS CORPORATION ACT.

THE CORPORATION SHALL HAVE ALL THE POWERS ENUMERATED IN SECTION 607 OF THE FLORIDA BUSINESS CORPORATION ACT, SUBJECT OT ANY LIMITATIONS PROVIDED IN THE FLORIDA BUSINESS CORPORATION ACT OR ANY OTHER STATUTE IN THE STATE OF FLORIDA.

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ARTICLE V - MANNER OF ELECTION OF DIRECTORS

THE MANNER IN WHICH THE DIRECTORS ARE ELECTED OR APPOINTED IS AS FOLLOWS:

DIRECTORS WILL BE ELECTED OR APPOINTED AS PROVIDED FOR BY THE CORPORATIONS BY LAWS.

ARTICLE VI - LIMITATION OF CORPORATE POWERS

THE CORPORATE POWERS OF THIS CORPORATION ARE AS PROVIDED IN SECTION 607,0202. FLORIDA STATUTES.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT IS :

HELI BUITRAGO
2176 WHISPER LAKES BLVD
ORLANDO, FL. 32837

ARTICLE VIII - INCORPORATORS

THE NAMES AND STREET ADDRESSES OF THE INCORPORATORS FOR THESE ARTICLES OF INCORPORATION IS ARE:

EDUARDO GOMEZ (50 %)
2176 WHISPER LAKES BLVD.
ORLANDO, FL. 32837

HELI BUITRAGO (50 %)
2176 WHISPER LAKES BLVD
ORLANDO, FL. 32837

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 10 DAY OF NOVEMBER, 2002.

SIGNATURES OF INCORPORATORS



EDUARDO GOMEZ



HELI BUITRAGO

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0505, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

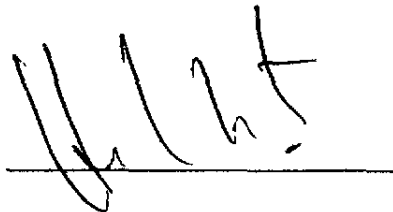
1.- THE NAME OF THE CORPORATION IS : **CARTAGENA INTERNATIONAL, CORP.**

2.- THE NAME AN ADDRESS OF THE REGISTERED AGENT AND OFFICE IS :

**HELI BUITRAGO
2176 WHISPER LAKES BLVD
ORLANDO, FL. 32837**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE ON BEHALF OF THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE 11-30-02

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