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

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
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03 JAN 28 AM 8:19  
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**FLORIDA PROFIT CORPORATION OR P.A.****DUTRA GROUP, CORPORATION**

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ARTICLES OF INCORPORATION  
OF  
DUTRA GROUP, CORPORATION

03 JAN 28 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporates, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be: DUTRA GROUP, CORPORATION

ARTICLE II - MAILING ADDRESS, REGISTERED OFFICE AND PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o 407 Lincoln Rd. ste 11-L  
Miami Beach, FL 33139

ARTICLE III - SHARES

The number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

**ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.**

The ownership of the shares of stock is as follows:

Name of Stockholder: Guillermo Dutra Diaz, an Uruguayan Business

Address of the Stockholder: Sarandí 487 office 405  
Edificio Joaquín Viana  
Maldonado  
URUGUAY

Number of Shares: 100.

#### ARTICLE IV - STOCKHOLDERS

1. PLACE OF MEETING

Meetings of stockholder(s) shall be held on the principal office of the corporation or at such place within or without the State of Florida, as the board shall authorize.

2. ANNUAL MEETING

The annual meeting of stockholder(s) shall be held on December, as the board shall call.

3. SPECIAL MEETINGS

The board may call special meetings of the stockholder(s) or by the President or at the request of stockholder(s) owning a majority of the stock entitled to vote as such meeting.

#### ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Nelson Odella  
c/o 407 Lincoln Rd. ste 11-L  
Miami Beach, Florida 33139

#### ARTICLE VI - DIRECTORS

The Corporation shall have one director. Incorporator have appointed:

Guillermo Dutra Diaz, as Executive -- Director

**ARTICLE VII - DESIGNATED OFFICERS**

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

**PRESIDENT:** Guillermo Dutra Diaz  
407 Lincoln Rd. ste 11-L  
Miami Beach, FL 33139

**TREASURY:** Guillermo Dutra Diaz  
c/o 407 Lincoln Rd. ste-L  
Miami Beach, FL 33139

**SECRETARY:** Sandra Daniela Garcia Reyes  
c/o 407 Lincoln Rd. ste 11-L  
Miami Beach, FL 33139

At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act, including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All draft, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

**ARTICLE VIII: INCORPORATOR**

The incorporator is GUILLERMO DUTRA DIAZ acting through its agents Mr. Guillermo Dutra Diaz

Mr. Guillermo Dutra Diaz, Agent of GUILLERMO DUTRA DIAZ  
c/o 407 Lincoln Rd. ste 11-L  
Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned incorporates has executed these Articles of Incorporation this 13 days of January, 2003.

Incorporator

  
Guillermo Dutra Diaz

Date: 01-13-2003

03 JAN 28 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA