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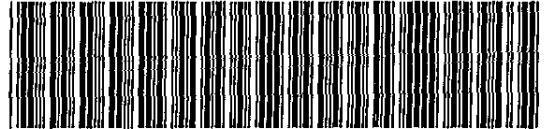
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓
4/16/3

BENIGNO R. GRANDA
ACCOUNTANT

7300 S.W. 82nd COURT
SOUTH MIAMI, FLORIDA 33143

PHONE: (305) 598-4633
CELLULAR: (305) 322-8010

May 19th, 2003

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FLORIDA 32399

To Whom It May Concerns:

Enclosed you will find the articles of incorporation for my clients company, BASE CELL DESIGN, INC. Please process these as soon as possible as my client is ready and eager to commence operations as soon as possible.

In addition to my client's eagerness, time is of the essence due to the fact the opportunity at hand may elapse if my client does not act immediately.

Enclosed is also my personal check for the flat fee of \$78.75.

If you have any further questions, please feel free to contact me at (305) 322-8010 during working hours or (305) 274-6794 after working hours. Again, please rush this, we are in urgent need of these papers to take advantage of a unique business opportunity.

Thank you for your cooperation, and I hope to hear from you soon.

Sincerely,



Benigno R. Granda
Accountant

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF CORPORATION

OF

BASE CELL DESIGN, INC.

ARTICLE I - NAME

The name of this corporation is:

BASE CELL DESIGN, INC.

The mailing address is 8847 Cleary Blvd., Plantation, Florida 33324.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of No Par Value Common Stock.

Shares may be issued for such consideration as it is determined from time to time by the shareholders.

This power which is hereby reserved unto the stockholders by right may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of nonissued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, 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.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorized any such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8847 Cleary Blvd., Plantation, Florida 33324, and the name of the initial registered agent of this corporation at that address is Juan Alquati.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially.

The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed by the By laws, but shall never be less than one (1).

ARTICLE VIII – INITIAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
JUAN P. ALQUATI	8847 Cleary Blvd. Plantation, Florida 33324
MARIA C. ZALAZAR	8847 Cleary Blvd. Plantation, Florida 33324

ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his/her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE X – REMOVAL OF DIRECTORS

Any Director of the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI – INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

NAME

JUAN P. ALQUATI

ADDRESS

**8847 Cleary Blvd.
Plantation, Florida 33324**

ARTICLE XII – BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII – POWERS

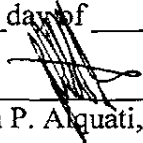
This corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribes have executed these Articles of Incorporation this 19TH day of MAY, 2003.



Juan P. Alquati, Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

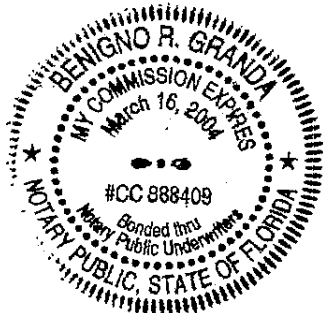
Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JUAN P. ALQUATI, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county, aforesaid, this 19TH day of MAY, 2003.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

BASE CELL DESIGN, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—BASE CELL DESIGN, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Plantation, County of Broward, State of Florida has named Juan P. Alquati located at 8847 Cleary Blvd., City of Plantation, State of Florida, County of Dade, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____
JUAN P. ALQUATI, RESIDENT AGENT

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03 MAY 27 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA