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TALLAHASSEE, FLORIDA

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AUGUSTO FERREIRA
ACCOUNTING SERVICES
195S. Westmonte Dr Suite G
Altamonte Springs, FL 32714
Phone: 407-786-6400

TRANSMITTAL LETTER

AUGUST 21, 2003

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

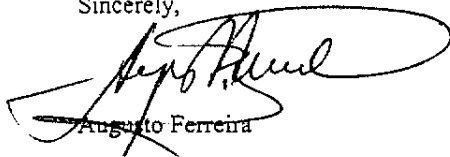
Enclosed please find Articles of Incorporation for ROELI, CORP

along with a check in the amount of 78.75 to cover costs of filing fees and a certified copy.

| | |
|------------------------------|---------|
| Filing Fees: | \$35.00 |
| Registered Agent Designation | \$35.00 |
| Certified Copy | \$ 8.75 |
| TOTAL | \$78.75 |

Thank you.

Sincerely,


Augusto Ferreira

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

ROELI, CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida; and further agree to the following conditions of said corporation;

ARTICLE I:

The name of this Corporation shall be:

ROELI, CORP.

And its business shall be carried on in Osceola County, Florida and also within and without the State of Florida, and the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1- The nature of the business to be transacted, promoted or carried on by the Corporation are to engage in any lawful act or activity for which corporations may organize, under the Corporation Act of the State of Florida.

2- To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions to existing facilities in connection with its business.

3- To buy, sell, manage, manufacture, repair, alter or exchange, let or hire, import/export or deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, of which may seem capable of being profitably dealt with in connection with any of the said business.

4- To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that said Corporation is authorized to have outstanding at any time shall be 1000 shares no par value common stock.

The capital stock may be paid for in property, labor or services at just valuation, to be fixed by the Incorporators or Directors at a meeting called for such purpose to at the organization meeting.

Property, labor or services may also be purchased or paid with capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going business may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchasers shall be on such basis for such consideration and the issuance of so much capital stock as the Directors of the Company may decide.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE V: TERMS OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

ARTICLE VI: ADDRESS

The initial post office address of this Corporation in the State of Florida is:

**4703 Ainsdale Walk
Kissimmee, FL 34741**

ARTICLE VII: DIRECTORS

This Corporation shall have no less than One Director, who need not be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof of **ROELI, CORP.**, but at no time shall there be a number less than one (1).

ARTICLE VIII:

The names and post office addresses of the First Board of Directors and Officers of this Corporation are as follows:

**President
& CEO**

**Manuel Pagá
4703 Ainsdale Walk
Kissimmee, FL 34741**

Secretary:

**Manuel Pagá
4703 Ainsdale Walk
Kissimmee, FL 34741**

ARTICLE IX:

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefore are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>NO. OF SHARES</u> |
|-------------|---|----------------------|
| Manuel Pagá | 4703 Ainsdale Walk Kissimmee, FL 34741 | 1000 |

ARTICLE X: AMENDMENT(S)

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 the stockholder's meeting by majority of the voting shares.

ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS.

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

- 1.- To make, alter, amend or repeal the By-Laws of the Corporation.
- 2.- To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchises of this Corporation.
- 3.- If the By-Laws so provided, to designate by resolution of two or more of their number to constitute an Executive Committee, which committee, to the extent provided in the resolution or in the By-Laws of the Corporation, shall have and may exercise any property of the Corporation, during intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE XII: RESTRICTIONS ON STOCK TRANSFERS.

The restrictions upon the transfers of stock to any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of the deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it to the Corporation through the Board of Directors in the following manner:

He shall notify the Directors of his desire to sell or transfer by notice in writing which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer or by notice to him in writing name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit. No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any instance waive the requirements.

ARTICLE XIII: REGISTERED OFFICE AND AGENT.

The initial Office and Registered Agent of the Corporation is:

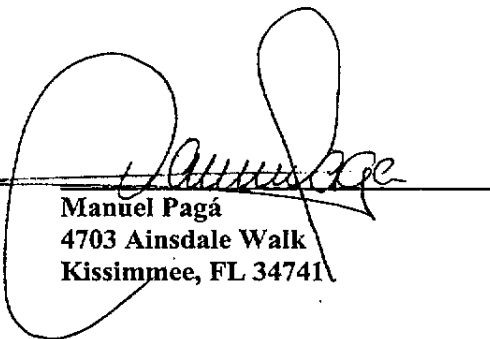
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Manuel Pagá
4703 Ainsdale Walk
Kissimmee, FL 34741

IN WITNESS WHEREOF, we hereunto set our hand(s) and seal this 21st day of AUGUST, 2003.

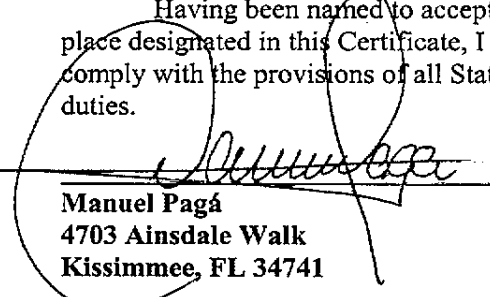

Manuel Pagá
4703 Ainsdale Walk
Kissimmee, FL 34741

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Act:

That **ROELI, CORP.**, desiring to organize under the laws of the State of Florida, with it's principal place of business as indicated in the Articles of Incorporation, at the City of Kissimmee, County of Osceola, State of Florida, has named **Manuel Paga**, located at **4703 Ainsdale Walk, Kissimmee, FL 34741** as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of any duties.


Manuel Pagá
4703 Ainsdale Walk
Kissimmee, FL 34741

Dated: 08/21/2003 at Kissimmee, Florida.