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FLORIDA PROFIT CORPORATION OR P.A.

vaga investments, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VAGA INVESTMENTS, INC.

⑧
I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be VAGA INVESTMENTS, INC.

ARTICLE II

This corporation is to have perpetual existence, unless dissolved sooner according to the laws of the State of Florida.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

A. To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the corporation, and to sell, convey,

RAOUL GARCIA-VIDAL, P.A.
PENTHOUSE 2-C
2656 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-8382
FLORIDA BAR NO.: 209589

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lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, without restriction or limit as to amount.

B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500) having a par value of ONE AND NO/00 (\$1.00) DOLLAR per share, all of which shall be common stock. Each

By-Laws, and each of the Directors shall be of full age.

A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the By-Laws, if any, adopted by the Stockholders, the Directors may make the By-Laws. Meetings of the Directors may be held within or without the State of Florida, and Directors need not be Stockholders. The Board of Directors may, by Resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such Resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors.

ARTICLE VIII

The name and street address of the members of the First Board of Directors who, subject to these Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
EDGARDO MAURO MALCYK	Ave. Cordova 1318 2B Buenos Aires, Argentina 1055
ARIEL BERNARDO HELMAN	Calle Parana 426, Piso 18 Buenos Aires, Argentina 1055

ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:

NAME

KATHERINE AZCUE

ADDRESS

710 North Ocean Blvd. 707
Pompano Beach, FL 33062

ARTICLE X

This Corporation reserves the right to amend, alter, change or appeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by Statute.

The Stockholder or Stockholders shall have the power to make or amend the By-Laws of this Corporation and to fix any amount to be reserved for working capital. Private property of the Stockholder or Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its members or members and upon dividends due them for any indebtedness of such member or members of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, have made and subscribed these Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, on the 7 day of November 2003, for the uses and purposes last aforesaid.

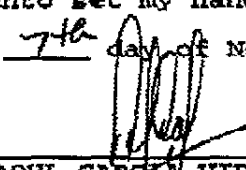

KATHERINE AZCUE

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority to take acknowledgments and administer oaths, personally appeared KATHERINE AZCUE, to me well known and to me personally known to be the person described herein and who executed the foregoing Articles of Incorporation of VAGA INVESTMENTS, INC., and she freely and voluntarily acknowledged before me, according to the law, that she made and subscribed the same for the uses and purposes herein mentioned and set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 7th day of November, 2003.

Print:



RAOUL GARCIA-VIDAL
NOTARY PUBLIC, State of Florida
at Large

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

PURSUANT TO Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

THAT VAGA INVESTMENTS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business located at 4390 S.W. 14 Street, Coral Gables, Florida 33134, has named RAOUL GARCIA-VIDAL, located at 2655 Le Jeune Road, PH2-C, Coral Gables, Florida 33134, as it's registered Agent to accept process within the State of Florida.

BY:



RAOUL GARCIA-VIDAL
Registered Agent

ACKNOWLEDGMENT

HAVING BEEN MADE TO ACCEPT Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act in regard to keeping open said office.

BY:



RAOUL GARCIA-VIDAL

RAOUL GARCIA-VIDAL, P.A.
PENTHOUSE 2-C
2655 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-8382
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