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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

PENALTA VENTURES, INC.

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## ARTICLES OF INCORPORATION OF

PENALTA VENTURES, INC.

### ARTICLE I - NAME

The Corporation is being formed for the purpose of General Investments. The name of the Florida corporation shall be:

PENALTA VENTURES, INC.

### ARTICLE II - PRINCIPAL OFFICE

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

P.O. Box 1203  
Boca Raton, FL 33429-1203

### ARTICLE III - SHARES

The corporation is authorized to issue 100 shares of common stock, par value \$.01 per share.

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

The name and address of the initial registered agent is:

Alexander Penalta, Esquire  
Law Offices of Penalta & Associates, PA  
Mizner Park Office Towers  
225 NE Mizner Blvd., Ste. 300  
Boca Raton, FL 33432

Prepared by:

Alexander Penalta, Esquire  
Law Offices of Penalta & Associates, PA  
Mizner Park Office Towers  
225 NE Mizner Blvd., Ste. 300  
Boca Raton, FL 33432  
FL BAR NO. 0003972

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#### ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The name and address of the initial Directors shall be:

Camilo A. Penalta  
P.O. Box 1203  
Boca Raton, FL 33429-1203

The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

#### ARTICLE VI - INCORPORATOR

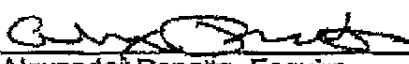
The name and street address of the incorporator to these Articles of Incorporation is:

Alexander Penalta, Esquire  
Law Offices of Penalta & Associates, PA  
Mizner Park Office Towers  
225 NE Mizner Blvd., Ste. 300  
Boca Raton, FL 33432  
(561) 955-9970

#### ARTICLE VI - CORPORATE EXISTENCE

The corporate existence of the Corporation shall begin effective as of May 19, 2004.

The authorized representative of the incorporator executed these Articles of Incorporation on May 19, 2004.

Law Offices of Penalta & Associates, PA  
By:   
Alexander Penalta, Esquire

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**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT\REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 807.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE\REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : PENALTA VENTURES, INC.

2. The name and address of the registered agent and office is:

Alexander Penalta, Esquire  
Law Offices of Penalta & Associates, PA  
Mizner Park Office Towers  
225 NE Mizner Blvd., Ste. 300  
Boca Raton, FL 33432

*Having been named as registered agent and to accept service of process for 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.*

Law Offices of Penalta & Associates, P.A.

By:   
Alexander Penalta, President

Date: May 19, 2004

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314

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