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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

trujillo holdings, inc.

| | |
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ARTICLES OF INCORPORATION
OF
TRUJILLO HOLDINGS, INC.

EFFECTIVE DATE
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DIVISION

ARTICLE I.

The name of this Corporation is: TRUJILLO HOLDINGS, INC.

ARTICLE II.

The Corporation's principal place of business/mailling address is: 3100 North Ocean Drive, #2306, Fort Lauderdale, Florida 33308. This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.
SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.
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/her 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.

ARTICLE VII.

The street address of the initial registered office of this Corporation is: One Southeast Third Avenue, Suite 2130, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is: **COPROLITE CORPORATION.**

ARTICLE VIII.

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this Corporation is/are:

Mario Trujillo
3100 North Ocean Drive, #2306
Fort Lauderdale, Florida 33308

ARTICLE IX.

The name(s) and address(es) of the Officers of this Corporation is/are:

Mario Trujillo, President
3100 North Ocean Drive, #2306
Fort Lauderdale, Florida 33308

ARTICLE X.

The name and address of the person or entity signing these Articles of Incorporation is:

STEPHEN A. BLASS
One Southeast Third Avenue
Suite 2130
Miami, Florida 33131

ARTICLE XI.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of November, 2004.

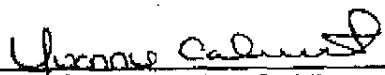
TRUJILLO HOLDINGS, INC., a
Florida corporation.

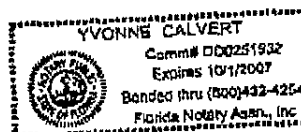
By: 
STEPHEN A. BLASS, Organizer

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, to me well known, personally appeared STEPHEN A. BLASS, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 8th day of November, 2004 in the County and State aforesaid.


Yvonne Calvert, Notary Public,
State of Florida at Large
My Commission No: JD0251932
My Commission expires: 10/1/07



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1. Introduction

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