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FLORIDA PROFIT CORPORATION OR P.A.

rodea group holdings, corp.

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ARTICLES OF INCORPORATION OF
RODEA GROUP HOLDINGS, CORP.
A FLORIDA CORPORATION

The undersigned subscriber to these Articles of Incorporation hereby forms the corporation under the laws of the State of Florida, as follows:

FIRST: The name of said corporation shall be RODEA GROUP HOLDINGS, CORP., a Florida Corporation. The mailing address and the street address of the principal office of the corporation shall be: c/o: 1911 Harrison Street, Hollywood, Florida 33020.

SECOND: RODEA GROUP HOLDINGS, CORP., a Florida Corporation, shall have a perpetual duration from the date of filing of these Articles of Incorporation.

THIRD: The sole purpose for which RODEA GROUP HOLDINGS, CORP., a Florida Corporation, is formed is:

a) Holding and owning real estate property, selling, managing and holding such real estate properties.

FOURTH: The maximum number of shares of stock that this corporation is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

*Rodea Group Holdings, Corp.
Articles of Incorporation
Page 2*

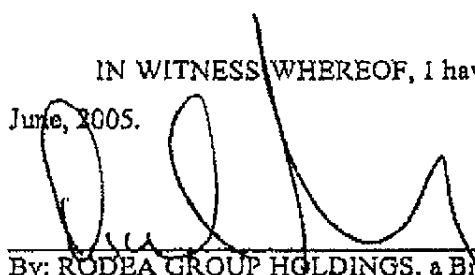
FIFTH: The corporation shall have a board of directors consisting of no less than one director. The initial board of Directors shall be:

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President: JAIME RODRIGO MUNOZ
Vice-President: EUGENIA ARBOLEDA

SIXTH: The name and mailing address of the corporation's registered agent is OSCAR GRISALES-RACINI, P.A., whose mailing address is: 1911 Harrison Street, Hollywood, Florida 33020.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20th day of June, 2005.


By: RODEA GROUP HOLDINGS, a British Virgin Islands Corporation
Incorporator

Attorney in Fact

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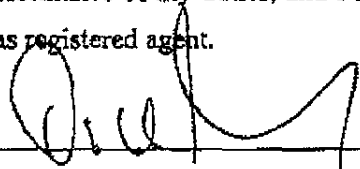
Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is: RODEA GROUP HOLDINGS, CORP., a Florida Corporation.
2. The name of the registered agent is OSCAR GRISALES-RACINI, P.A.
3. The address of the registered agent/registered office is: 1911 Harrison Street, Hollywood, Florida 33020.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.


By: OSCAR GRISALES-RACINI
For the Firm

Date: June 20, 2005.

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