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Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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FLORIDA PROFIT/NON PROFIT CORPORATION

PROPUERTOS USA INC.

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ARTICLES OF INCORPORATION

OF

PROPUERTOS USA INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I- NAME

The name of the corporation shall be:

PROPUERTOS USA INC.

The principal place of business of this corporation shall be:

4354 S.W. 74 Avenue  
Miami, Florida 33155

ARTICLE II-NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county territory or nation.

ARTICLE III- CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares at 1.00 PAR VALUE.

ARTICLE IV-TERM OF EXISTENCE

This corporation is to exist perpetually.

This document prepared by:  
Alfonso Rodriguez, C.P.A.  
8780 Coral Way Suite 100  
Miami, Florida 33155  
Telephone: 305-662-1824  
Facsimile: 305-662-1453

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#### ARTICLE V-OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Jose A. Crespo  
3661 s. w. 9 Terrace. # 202  
Miami, Florida 33135

PRESIDENT

Xavier Ignacio Pablo Zuazu  
25903 Sedge Field Street  
Spring, TX 77386

SECRETARY

Susanne E. Tobeck  
4354 S.W. 74 VENUE  
Miami, Florida 33155

TREASURER

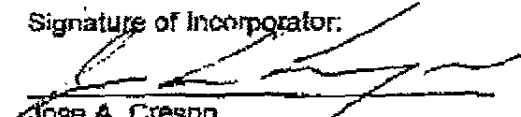
#### ARTICLE VI-INCORPORATORS

The names and street addresses of the incorporator to these Articles of Incorporation is:

Jose A. Crespo, President  
3661 S.W. 9 Terrace # 202  
Miami, Florida 33135

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20<sup>th</sup> day of September, 2006.

Signature of Incorporator:

  
Jose A. Crespo

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 PROPUERTOS USA INC.
2. The name and address of the registered agent and officer:

Jose A. Crespo, President  
3661 S.W. 9 Terrace # 202  
Miami, Florida 33135

  
Jose A. Crespo

Title: President

Date: September 20, 2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature 

Jose A. Crespo, President

Registered Agent Filing Fee.

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STATE OF FLORIDA  
CLERK OF THE COURT

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