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(Requestor's Name)

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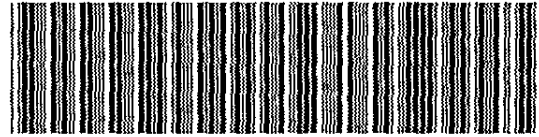
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 1/30/07

GUILLERMO PESANT, P.A.
Professional Association
Attorney at Law
1313 Ponce de Leon Boulevard
Suite 301
Coral Gables, Florida 33134-3343

Telephone (305)445-5351

Facsimile (305)443-6023

January 24, 2007

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 33201.

RE: **ESPOLON, CORP.**

Gentlemen:

Enclosed are the following:

1. Original and a copy of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Thank you for your kind attention to this matter.

Very truly yours,



GUILLERMO PESANT

GP-mh
Enclosures

ARTICLES OF INCORPORATION

OE

ESPOLON CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article 1. Name

The name of this corporation is:

ESPOLON CORPORATION

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

**16400 Collins Avenue, Apt. 646
Miami Beach, Florida 33160**

Article 3. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Article 4. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

Article 5. Capital Stock

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

Article 6. Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

**Guillermo Pesant, P.A.
1313 Ponce de Leon Blvd , Suite 301
Coral Gables, Florida 33134**

Article 7. Initial Board of Directors

This corporation shall have **ONE** directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation are:

**MARIA V. JARAMILLO HAIME
16400 Collins Avenue, Apt. 646
Miami Beach, Florida 33160**

Article 8. Incorporator

The name and address of the Incorporator signing these

Articles of Incorporation is:

**MARIA V. JARAMILLO HAIME
16400 Collins Avenue, Apt. 646
Miami Beach, Florida 33160**

Article 9. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

Article 10. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 11. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

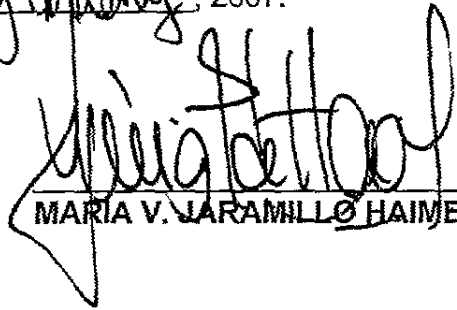
Article 12. Indemnification

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 13. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

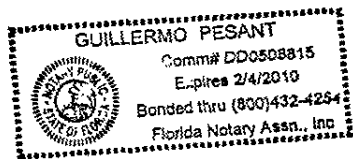
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 24 day of January, 2007.


MARIA V. JARAMILLO HAIME

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

BEFORE ME, the undersigned authority, personally appeared MARIA V. JARAMILLO HAIME to me known to be the persons, who executed the foregoing Articles of Incorporation after producing Florida driver's license, and they, acknowledged to and before me that they, executed such instrument.

SWORN TO AND SUBSCRIBED, before me on this 24 day of January, 2007.




NOTARY PUBLIC, State of Florida

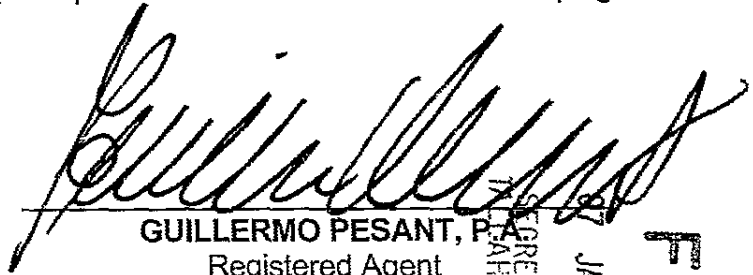
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

That **ESPOLON CORPORATION**, desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the Articles of
Incorporation in the City of Miami Beach, County of Miami-Dade, State of Florida, has
named **Guillermo Pesant, P.A.**, located at, 1313 Ponce de Leon Blvd., Suite 301 Coral
Gables, County of Miami-Dade, State of Florida 33134 as its registered agent to accept
service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent 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 relative to keeping said
office open.



Handwritten signature of Guillermo Pesant, P.A., in black ink, written over a horizontal line.

GUILLERMO PESANT, P.A.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 29 PM 4:11

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