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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

FAX #: (305)541-3770

PHONE: (305)541-3694

NAME: PROYECTOS B.T.F., INC.

AUDIT NUMBER.....H90000012507

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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8-4205 /

ARTICLES OF INCORPORATION OF ⑤

PROYECTOS B.T.F., INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation of such Corporation:

ARTICLE I

IDENTIFICATION

The name and mailing address of the corporation

PROYECTOS B.T.F., INC.
766 East 10th Street
Hialeah, FL 33010

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES

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

ARTICLE IV

AUTHORIZED SHARES

1. The aggregate number of shares that the corporation shall have the authority to issue is FIVE HUNDRED (500) shares of common stock, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. The par value shall be one (\$1.00) dollar per share.

2. FIVE HUNDRED shares of common stock of the corporation shall be issued for cash, property, or past services actually rendered.

3. The sum of the par value of all shares of common stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

4. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation.

5. The shares of the corporation are not to be divided into classes.

6. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

This instrument prepared by:
Ana Maria Angulo
2151 South LeJeune Road
Suite 310
Coral Gables, Florida 33134
Phone: (305) 567-0010
Florida Bar No.: 374423

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ARTICLE V**REGISTERED AGENT**

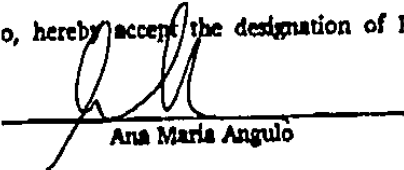
The address of the initial registered office of the corporation is:

2151 South LeJeune Road
Suite 310
Coral Gables, Florida 33134

and the name of the initial registered agent at such address is

ANA MARIA ANGULO

I, Ana Maria Angulo, hereby accept the designation of Registered Agent of the Corporation.



Ana Maria Angulo

ARTICLE VI**BOARD OF DIRECTORS**

1. The initial Board of Directors shall consist of three (3) Director(s) who need not be a resident(s) of this State or Shareholder(s) of the Corporation.

2. The name(s) and address(es) of the persons who shall serve as Director(s) until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

LEONARDO TOGLIA
766 East 10th Street, Hialeah, FL 33010

ENNIO BERTOLINI
766 East 10th Street, Hialeah, FL 33010

CLAUDIO PARABEGOLI
766 East 10th Street, Hialeah, FL 33010

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ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is as follows:

ANA MARIA ANGULO, ATTORNEY
2151 South LeJeune Road., Suite 310
Coral Gables, FL 33134

ARTICLE VIII

PREEMPTIVE RIGHTS

1. Shareholders of the corporation shall have preemptive rights to acquire their pro-rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of another corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE IX

ADDITIONAL PROVISIONS

The additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.

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4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The majority vote of the shareholders of the corporation shall be required of any shareholder action.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida for the uses and purposes aforesaid this 9th day of Sept, 1996.

ANA MARIA ANGULO, INCORPORATOR

STATE OF FLORIDA)

)SS:

COUNTY OF DADE)

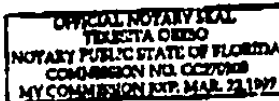
The foregoing instrument was acknowledged before me this 9th day of September, 1996, by Ana Maria Angulo, Incorporator who (XXXX) is personally known to me or () who has produced her _____ as identification.

Teresita Obeso

Teresita Obeso

Notary Public, State of Florida

My Commission Expires:



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