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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: CENTRAL S.A. INC

AUDIT NUMBER.....H96000015448

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

CERT. OF STATUS..1

PAGES..... 4

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**Articles of Incorporation  
of  
Central S.A. Inc.**

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**Article I. Name**

The name of this Florida corporation is:  
Central S.A. Inc.

**Article II. Address**

The mailing address of the Corporation is:  
Central S.A. Inc.  
C/O Chetwynd Resources Inc.  
20 Bloor Street East, P.O. Box 75117  
Toronto, Ontario M4W-3T3

**Article III. Capital Stock**

The Corporation shall have the authority to issue 20,000,000 shares of common stock, par value \$.001 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.  
The name of each initial member of the Corporation's Board of Directors is:

Ross McBride

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective

The authorized representative of the incorporator executed these Articles of Incorporation on November 1, 1996

Corporate Creations International Inc.

By: Brian R. Fons  
Brian R. Fons Vice President

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
Central S.A. Inc.

**REGISTERED AGENT:**  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Corporate Creations Enterprises, Inc.  
Brian R. Fons, Vice President

Date: November 1, 1996

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