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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CODALIM, INC.

AUDIT NUMBER.....H97000007119

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

CODALIM, CORP.

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:

CODALIM, CORP.

The principal place of business of this corporation shall be:

421 N.W. 32nd Street
Miami, Florida 33127

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 State, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 per share.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

This instrument was prepared by:
Carmen Roque, Attorney at Law
2525 S.W. 3rd Avenue, Suite 304
Miami, Florida 33129
FB#0285110

305-935-6646

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EMPIRE CORPORATE KIT

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ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until the successor(s) is (are) elected, is :

Antonio Carracedo	President/Secretary/Treasurer/Director
421 N.W. 32nd Street	Orlando Cabezas, Vice President
Miami, Florida 33127	421 N.W. 32nd Street, Miami, FL 33127

ARTICLE VI INCORPORATOR

The name and street address of the Incorporator to these articles of incorporation is:

Orlando Cabezas
421 N. W. 32nd Street
Miami, Florida 33127

ARTICLE VII REGISTERED AGENT

The name and street address of the Registered Agent to these articles of incorporation is:

Orlando Cabezas
421 N.W. 32nd Street
Miami, Florida 33127

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of April, 1997.

Signature of Incorporator


ORLANDO CABEZAS

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Orlando Cabezas, to me known to be the person described above as subscriber in and who, after being duly sworn, executed the foregoing described Articles

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of Incorporation, and he acknowledged before me that he subscribed his name hereto for the purposes therein expressed.

Witness my hand and official seal at Miami, Dade County, Florida, this 30th day of April, 1997,


Notary Public

CARMEN ROQUE
Printed Name

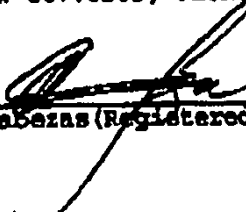
(SEAL)

My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

HAVING BEEN DESIGNATED AS THE REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VII HEREMINABOVE, 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 THE POSITION OF REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE


Orlando Cabezas (Registered Agent)

DATE 4/30/97

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