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6/03/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: EL SALTO ANGEL CORP.

AUDIT NUMBER.....H97000009086

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

CERT. OF STATUS..1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ENCLOSURE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 4, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: EL SALTO ANGEL CORP.  
REF: W97000013010

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE COMPLETE ARTICLE ELEVEN FOR THE REGISTERED AGENT AND FOR THE INITIAL DIRECTOR AND SUBSCRIBER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

FAX Aud. #: H97000009086  
Letter Number: 497A00030065

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CERTIFICATE OF INCORPORATION  
COPY OF ARTICLES OF INCORPORATION

ARTICLE ONE

The name of this Corporation shall be:

**EL SALTO ANGEL Corp.  
( THE ANGEL'S FALL )**

ARTICLE TWO  
NATURE OF BUSINESS

**GENERAL ENTERPRISES**

This Corporation may engage in any activity or business permitted under the laws of the state of Florida and the law of the United States of America.

ARTICLE THREE  
TERMS AND EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the law of the State of Florida. The date on which Corporate existence shall begin is: date of Incorporation.

ARTICLE FOUR  
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than **Twenty Thousands dollars** or such greater amount as may be required by law.

ARTICLE FIVE  
NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director and never less than three Directors. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

Prepared by: Angel Ramirez-Canto  
5803 N.W. 198th Terr.  
Miami Lake, Fl 33015  
(305) 625-0056

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ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The name and addresses of Initial Directors are:

**OLGA ELENA DI LORENZO 9531 Fontaine Blue Blvd. # 104 Miami Fl 33172**

**BEATRIZ COROMOTO LEON 9531 Fontaine Blue Blvd 104 Miami Fl 33172**

**RAUL URIBE 3300 N.E. 192 St. #514 Aventura Fl. 33180**

**ORLANDO A. CAMACARO 14464 S.W. 50 St. Miami, Fl. 33175**

ARTICLE SEVEN  
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of Directors shall be elected annually.

ARTICLE EIGHTH  
AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the law of the State of Florida.

ARTICLE NINE  
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

**ONE THOUSAND**

A. Designation: The stock of this Corporation shall be known as Common Stock and Special Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: **TWO HUNDRED**

C. Par Value: Each share of Common Stock shall have the par value of: **TWENTY DOLLARS**

D. Consideration: Shares of Special Stock may be issued in exchange for cash, real property, labor or services rendered or any combination, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock entitle the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the Corporation.

G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts obligations.

#### ARTICLE TEN SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorizes, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation;  
Required percentage: 51 %
2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation;  
Required percentage: 51 %
3. Merge or consolidation of this corporation into or with any other Corporation  
Required percentage: 51 %
4. Voluntary dissolution of this Corporataion;  
Required percentage: 51 %

#### PRE-EMPTIVE RIGHTS

No Holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness

debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such person, firms, corporation, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholder then of record, of any class, anyhereof, on the same terms or on any terms, all preemptive of preferential right of purchase of every kind being waived by each and every stockholder.

**ARTICLE ELEVEN**  
**REGISTERED AGENT**

The registered Agent and the Registered Office of this Corporation shall be:

Angel Ramirez 5803 N.W. 198th Court Miami, Florida 33055


**SUSCRIBER AND INITIAL DIRECTOR**  
**AND INITIAL PRINCIPAL OFFICE.**

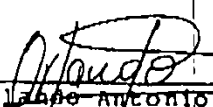
The undersigned individuals a person competent to contract, executes this certificate of Incorporation as its sole subscriber and Director, the undersigned individual shall hold office as a Director until his successors have qualified following their election appointment. The street address in Florida of the principal office shall be: 5803 N.W. 198th Court Miami, Florida 33055

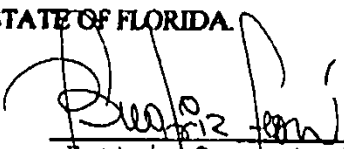
Olga Elena Di Lorenzo  
Beatriz Coromoto Leon  
Raul Uribe  
Orlando A. Camacaro

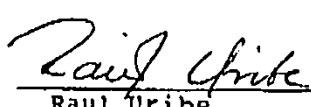
IN WITNESS WHEREOF, THE UNDERSIGNED SUSCRIBER DOES MAKE SUSCRIBED ACKNOWLEDGE, AND FILE THIS CERTIFICATE FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT UNDER THE LAW OF THE STATE OF FLORIDA.

DATED  
06-01-97

  
\_\_\_\_\_  
Olga Elena Di Lorenzo  
President

  
\_\_\_\_\_  
Orlando A. Camacaro  
Secretary

  
\_\_\_\_\_  
Beatriz Coromoto Leon  
Vice President

  
\_\_\_\_\_  
Raul Uribe  
Treasurer

**CERTIFICATE OF DESIGNATION  
REGISTER AGENT / REGISTERED OFFICE**

PERSUANT TO THE PROVISION OF SECTION 607.325 FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTER OFFICE / REGISTER AGENT, IN THE STATE OF FLORIDA.

1- THE NAME OF THE CORPORATION IS :

EL SALTO ANGEL CORP.

2- THE NAME AND ADDRESS OF THE REGISTER AGENT AND OFFICE IS:

Angel Ramirez 5803 N.W. 198th Terr

Miami, Fl 33055

SIGNATURE: \_\_\_\_\_



TITLE:

Registered Agent

DATE: 06/01/ 1997

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVES TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECCTON 607.325, FLORIDA STATUS.

SIGNATURE:  
REGISTER AGENT. \_\_\_\_\_



DATE: 06/01/ 1997

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STATE OF FLORIDA)  
DADE COUNTY)

BEFORE ME, undersigned authority, personally appeared  
to well known to me to be the individual described in and who  
executed the forgoin Certificate of Incorporation and who acknowledge before me that the same  
executed for the purpose therein expresses.

IN WITNESS WHEREOF, I have hereto affixed my hand and seal at City of, MIAMI , DADE  
County of State of Florida.

DATED:

NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRE:

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