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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AMERICAS MINING IBEROAMERICA, INC.

AUDIT NUMBER.....H97000012404

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a corporation under the laws of the State of Florida.

ARTICLE 1. NAME. The name of this corporation is AMERICAS MINING IDEROAMERICA, INC.

ARTICLE 2. DURATION. This corporation is to exist perpetually, commencing at the time of the filing of these Articles of Incorporation.

ARTICLE 3. PURPOSE. This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE 4. CAPITAL STOCK. This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value capital stock.

ARTICLE 5. PRE-EMPTIVE STOCK. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share of such new stock at the price at which it is offered to others.

ARTICLE 6. INITIAL REGISTERED OFFICE & AGENT. The street address of the initial registered office of this corporation is 6281 S.W. 148 Court, Miami, Florida 33193, and the name of the initial registered agent of this corporation is Jose A. Climent.

ARTICLE 7. INITIAL PRINCIPAL PLACE OF BUSINESS. The street address of the initial principal place of business of this corporation is 6281 S.W. 148 Court, Miami, Florida 33193.

ARTICLE 8. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The name and address of the initial director of this corporation is Jose A. Climent, 6281 S.W. 148 Court, Miami, Florida 33193.

ARTICLE 9. SUBSCRIBER. The name and address of the subscriber to these Articles of Incorporation is Jose A. Climent, 6281 S.W. 148 Court, Miami, Florida 33193.

ARTICLE 10. INDEMNIFICATION. This corporation shall indemnify any officer or director or any former officer or director, to the full extent as permitted by law.

ARTICLE 11. AMENDMENT. This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

This instrument prepared by:
Mark S. Kimmel, Esq.
6701 Sunset Drive, #105
Miami, Florida 33143
305-661-6400
FL Bar No.: 273201

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

Jose A. Climent
JOSE A. CLIMENT

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Jose A. Climent, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 30 day of July, 1997.

Walter S. Kinn
NOTARY PUBLIC STATE OF FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED:

FIRST... that AMERICAS MINING IBEROAMERICA, INC. is desirous to organize under the Laws of the State of Florida, with its principal place of business at Miami, Florida has named Jose A. Climent located at 6281 S.W. 148 Court, Miami, Florida 33193 as its agent to accept service of process within Florida.

By: *Jose A. Climent*
Date: 7/30/97

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.

By: *Jose A. Climent*
Date: 7/30/97

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CLERK OF COURT

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