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TO: DIVISION OF CORPORATIONS

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

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NAME: AMERDALE FINANCIAL INC.

AUDIT NUMBER.....H97000018731

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
AMERDALE FINANCIAL INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is AMERDALE FINANCIAL INC.

ARTICLE II

This existence of this corporation shall be perpetual unless dissolved according to Florida law. In the event of dissolution of this corporation, all remaining assets of the corporation shall be transferred and delivered according to Florida law.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The address of the principal office of the Corporation is
C/O Roberts & Salazar, L.L.P., 50 West Mashta Drive, Suite 2, Key
Biscayne, Florida 33149.

This instrument prepared by:
Lisette Salazar, Esq. Fl. Bar #0977410

ROBERTS & SALAZAR, L.L.P.
Suite - 2
50 West Mashta Drive
Key Biscayne, Florida 33149

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ARTICLE V

The initial mailing address of this corporation shall be:
C/O Roberts & Salazar, L.L.P., 50 West Mashta Drive, Suite 2, Key
Biscayne, Florida 33149.

ARTICLE VI

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VII

The corporation shall be managed by a Board of Directors. The number of Directors, method of election and the method of removal of Directors shall be as provided in the By-laws of the corporation. The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Alejandro D. Lema
Cordoba 333 Noveno Piso
Capital Federal, Argentina

ARTICLE VIII

The corporation shall have such Officers with such duties as provided in the By-laws.

ARTICLE IX

The By-laws of this corporation may be adopted, altered, amended or repealed by the Directors.

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ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII

The initial street address of the Corporation's registered office is Roberts & Salazar, L.L.P. 50 West Mashta Drive, Suite 2, Key Biscayne, Florida 33149. The initial registered agent for the Corporation at that address is Lisette Pie Salazar, Esquire.

ARTICLE XIII

The names and street address of the person signing these articles of incorporation is:

Lisette Pie Salazar
50 West Mashta Drive,
Suite 2,
Key Biscayne, Florida 33149.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of November, 1997.


Lisette Pie Salazar

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AMERDALE FINANCIAL INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

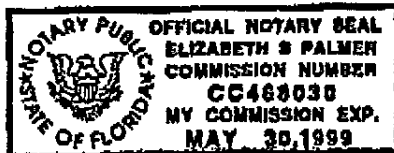

Lisette Pie Salazar

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 11th day of November 1997 by Lisette Pie Salazar, who is personally known to me ✓ or who has produced _____ as identification.

My Commission Expires:


Notary Public, State of Florida



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