

LAW OFFICES
HART & ASSOCIATES
NEW WORLD TOWER • SUITE 2600
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132

DAVID J. HART
(ADMITTED TO FL & NY BAR)
MARIA CIFUENTES
(ADMITTED TO VENEZUELA BAR)

EVA CAPOZZOLO*
EDWARD L. WIMBERLY*
(*LEGAL ASSISTANT)

TELEPHONE: (305) 577-9977
FACSIMILE: (305) 577-0095
E-MAIL: dj_hart@msn.com

P97000103301
December 5, 1997

Florida State Department
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

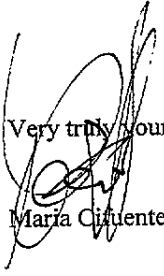
800002365408--2
-12/08/97--01059--008
*****70.00 *****70.00

RE: Sub Rosa Consultants USA Ventures, Inc.

Dear Sir/Madam:

Enclosed are two original of the Articles of Incorporation of the above referenced corporation and check number 5441 in the amount of seventy (\$70.00) dollars for the filing fee. Please file the corporation and return a stamped copy as proof of filing to the Registered Agent's office. If you should have any questions do not hesitate to call.

Very truly yours,


Maria Cifuentes

FILED
97 DEC -8 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/12-9-97

**ARTICLES OF INCORPORATION OF
SUB ROSA CONSULTANTS USA VENTURES, INC.**

The undersigned acknowledges and files in the office of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these articles of incorporation as by law provided.

ARTICLE I

NAME

The name of the corporation shall be: **SUB ROSA CONSULTANTS USA VENTURES, INC.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The principal place of business and the mailing address of this Corporation shall be:
**1840 W 49TH STREET - SUITE 603-5
HIALEAH, FL 33012**

ARTICLE III

PURPOSE

The general nature of the business to be transacted by this corporation shall be:

To transact any and all lawful business for which corporations may be incorporated under the Laws of the State of Florida.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal agent or broker, conferred by the laws of Florida upon corporation formed under the laws of the States, and which now or hereafter may be authorized by law.

ARTICLE IV

SHARES

The authorized capital stock of this Corporation shall consist of one thousand (1000) shares of common stock with no (\$0) par value. Any consideration to be paid for each share shall be fixed by the Board of Directors.

**FILED
97 DEC -8 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The number of directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

FIRST BOARD OF DIRECTORS

The number of Directors consisting of the Board of Directors of the Corporation is (2) as follows

- a) PETER MC EWAN
WYLLIE COURT SUITE 14A
CAMPBELL STREET
RICHMOND HILL, PORT ELIZABETH 6001
SOUTH AFRICA
- b) DONALD RUDMAN
P.O. BOX 964
CHALMETT, LA 70044

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent for the corporation is:

DAVID J. HART
100 N BISCAYNE BLVD. – SUITE #2600
MIAMI, FLORIDA 33132

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator of the Corporation is:

DAVID J. HART
100 N BISCAYNE BLVD. – SUITE #2600
MIAMI, FLORIDA 33132

ARTICLE IX

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X

GENERAL PROVISIONS

- (a) The private property of any shareholder shall not be subject to the payments of any corporate debts to any extent whatsoever;
- (b) A director of the corporation may transact business, borrow, lend, finance or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the law of the United States;
- (c) The Corporation shall indemnify each director and officer of the Corporation against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding, in which he may be involved, by reason of his being or having an officer or director of the corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation this

5TH

DAY OF

DECEMBER

1997

BY:



DAVID J. HART

STATE OF FLORIDA

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

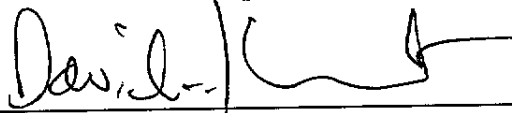
Pursuant to the provisions of section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

- I The name of the Corporation is: **SUB ROSA CONSULTANTS USA VENTURES, INC.**
- II The name and address of the registered agent and office is:

**DAVID J. HART
100 N BISCAYNE BLVD. - SUITE #2600
MIAMI, FLORIDA 33132**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:



DAVID J. HART

**DATED: December 5, 1997
MIAMI, FLORIDA**

FILED
97 DEC -8 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA