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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: CIELO, MAR Y TIERRA, INC.

AUDIT NUMBER.....H98000000691

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

CERT. OF STATUS..1

PAGES..... 3

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

\*\* ENTER 'M' FOR MENU. \*\*

TRANSLATION: CIELO, MAR Y TIERRA, INC.  
SEA, SKY AND EARTH, INC.

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 JAN 12 AM 7:15

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F. CHESSEY JAN 13 1998

**ARTICLES OF INCORPORATION  
OF  
CIELO, MAR Y TIERRA, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

**ARTICLE I NAME**

The name of the Corporation shall be:  
**CIELO, MAR Y TIERRA, INC.**

The principal place of business of this corporation shall be:  
**15540 SW 80 ST SUITE 101, MIAMI FL 33193**

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**ARTICLE II NATURE OF BUSINESS**

This Corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares"

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

Prepared by: **LATIN AMERICAN 2000**  
**1165 W 49 ST**  
**HALEAH FL 33012-3373**  
**(305) 826-6518**

## **ARTICLE V OFFICERS DIRECTORS**

The names and street addresses of the initial officers and directors, if any who shall hold office the first year of the corporation's existence or until the successors are elected, are:

**RICARDO VARGAS, PRESIDENT**  
15540 SW 80 ST #101, MIAMI FL 33193

**CESAR M. VARGAS, VICE-PRESIDENT**  
15540 SW 80 ST #101, MIAMI FL 33193

**CARLOS VARGAS, TREASURER**  
12520 SW 264 ST, MIAMI FL 33032

**CAROLA M SEGALL, SECRETARY**  
8861 SW 23 ST, MIAMI FL 33025

## **ARTICLE VI INCORPORATOR**

The name and street address of the incorporator to this articles of incorporation is:

**CESAR M VARGAS,**  
15540 SW 80 ST #101  
MIAMI FL 33193

**N WITNESS WHEREOF,** the undersigned incorporator has executed these Articles of incorporation this 10TH day of JANUARY 1998

Signature of Incorporator

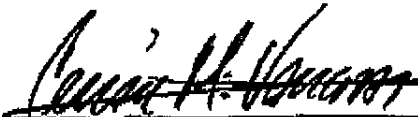
A handwritten signature in black ink, appearing to read "Cesar M. Vargas", is written over a horizontal line.

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

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation  
**CIELO, MAR Y TIERRA, INC.**
2. The name and address of the registered agent and office is:  
**CESAR M VARGAS**  
**15540 SW 80 ST #101**  
**MIAMI FL 33193**

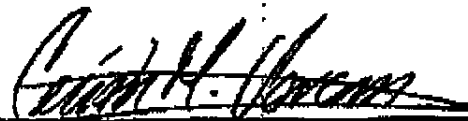
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Signature

Title: VICE-PRESIDENT

Date: JANUARY 10, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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 SECTION 607.325, FLORIDA STATUTES.

  
Signature

Date: JANUARY 10, 1998