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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~LEWIS~~ ~~SECRET~~

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ARMELLA INTERNATIONAL CONSULTANTS, INC.

AUDIT NUMBER.....H98000002936

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

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Armella International Consultants, Inc.

Article II. Address

The mailing address of the Corporation is:
Armella International Consultants, Inc.
210 174 Street, Suite 517
North Miami Beach, FL 33160

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Frances S. Delafuente
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jose A. Armella
Zenaida Armella

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Frances S. Delafuente | FL Bar Member 911046
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

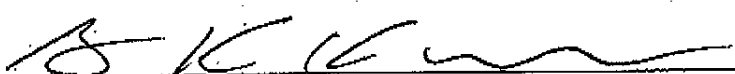
The name and address of the incorporator is:

Frances S. Delafuente
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 12, 1998.

The undersigned incorporator executed these Articles of Incorporation on February 12, 1998.


FRANCES S. DELAFUENTE
by G.K. Kuroda as attorney-in-fact

Frances S. Delafuente | FL Bar Member 911046
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Armella International Consultants, Inc.

REGISTERED AGENT/OFFICE:

**Frances S. Delafuente
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FRANCES S. DELAFUENTE
by G.K. Kuroda as attorney-in-fact

Date: February 12, 1998

**Frances S. Delafuente | FL Bar Member 911046
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200**

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