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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CAMPOFILONE CORPORATION

AUDIT NUMBER.....H98000004889

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

CERT. OF STATUS..0

PAGES..... 5

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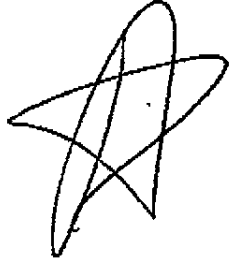
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ARTICLES OF INCORPORATION
OF
CAMPOFILONE CORPORATION

ARTICLE I

NAME

The name of this corporation is: CAMPOFILONE CORPORATION

ARTICLE II

TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PERMITTED ACTIVITY

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV

AUTHORIZED SHARES

This corporation is authorized to issue 100 shares of One Dollars (\$1.00) par value common stock which shall be designated as "Common Shares."

This Instrument Prepared By:
FREEMAN, BUTTERMAN & HABER, LLP.
Marco E. Rojas, Esq. ~~FB~~No. 940453
520 Brickell Key Drive, Suite 0-305
Miami, Florida 33131
Telephone: (305) 374-3800

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ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial principal office of the Corporation and initial place of business is: 635 Curtiss Wood Drive; Key Biscayne, Florida 33149.

The initial Registered Agent is: Liana Lima Tommasi; Freeman, Buttermann & Haber, LLP.; 520 Brickell Key Drive; Suite 0-305; Miami, Florida.

ARTICLE VII

DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is: Liana Lima Tommasi.

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ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of March, 1998.


LIANA LINA TOMMASI

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STATE OF FLORIDA)
) S
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Liana Lima Tommasi , who is personally known to me ~~or who has produced~~ _____ ~~for identification and~~ who is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 12 day of March, 1998.

My Commission Expires:

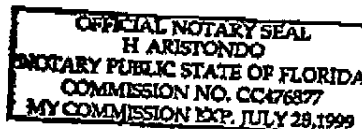
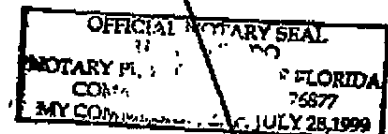
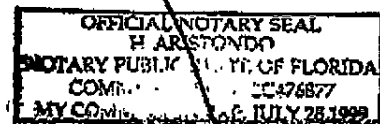

NOTARY PUBLIC, State of Florida
At Large

H. Aristondo
Print Name and Title

This Instrument Prepared By:

FREEMAN, BUTTERMAN & HABER, LLP.

Marco E. Rojas, Esq.
520 Brickell Key Drive, Suite O-305
Miami, Florida 33131
Telephone: (305) 374-3800



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

Pursuant to the provisions of section 607.0501, 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.

First that CAMPOFILONE CORPORATION
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named LIANA LIMA TOMMASI
(Name of Registered Agent)
located at 520 Brickell Key Drive; Unit 0-305; Miami, Florida 33131
City of Miami County of Dade
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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 THIS 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.

SIGNATURE

Liana Lima Tommasi
LIANA LIMA TOMMASI

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