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Charter Number Only

VALIDATION ONLY

01/15/98 Agin

Duran & Pelati

Requestor's Name

10300 Sunset Drive #465.

Address

Miami FL 33173.

City

State

ZIP

Phone

412-9191

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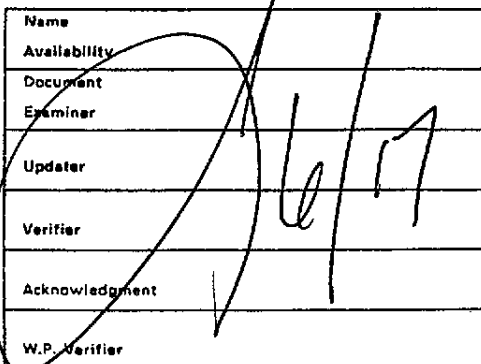
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CORPORATION(S) NAME

Valenco - International Corp.

RECEIVED
98 JUN 17 AM 9:14
DIVISION OF CORPORATION

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|---|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name	
Availability	
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Verifier	
Acknowledgment	
W.P. Verifier	

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION
OF
VALENCO INTERNATIONAL CORP.**

FILED
98 JUN 17 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

VALENCO INTERNATIONAL CORP.

The principal place of business and mailing address of this corporation shall be:

1304 SW 160 AVENUE
FORT LAUDERDALE, FL 33326

ARTICLE II

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

ARTICLE III

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each have \$ 1.00 par value.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

Oscar Britten	President	Datustraaf 10, Ponton
		P.O. Box 1064, Oranjestad
		Aruba, Dutch Caribbean

Jacqueline Britten Secretary Datustraata 10, Ponton
P.O. Box 1064. Oranjetad
Aruba, Dutch Caribbean

ARTICLE VII

The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are) :

Oscar Britten Datustraata, 10, ponton
P.O. Box 1064, Oranjestad
Aruba, Dutch Caribbean

Jacqueline Britten Datustraata 10, Ponton
P.O. Box 1064, Oranjestad
Aruba, Dutch Caribbean

IN WITNESS WHEREOF, the undersigned incorporator (s) has have executed these Articles of
Incorporation this 12 day of JUNE 1998

Signature (s) of Incorporator (s)

[Handwritten signature of Oscar Britten]

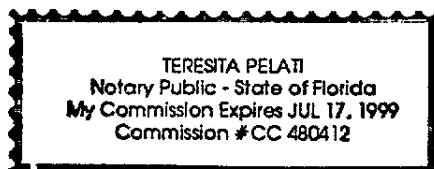
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged and sworn to before me this 12th day of June
1998, by OSCAR BRITTEN, Pres. OF VALENCIA INTERNATIONAL CORP. He is personally
known to me and did not take an oath.

[Handwritten signature of Teresita Pelati]

Notary Public

(SEAL)



ARTICLE VIII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Oscar Britten	Datustraat 10, Ponton P.O. Box 1064, Oranjestad Aruba, Dutch Caribbean	50 % or 500 SHARES
Jacqueline Britten	Datustraat 10, Ponton P.O. Box 1064, Oranjestad Aruba, Dutch Caribbean	50 % or 500 SHARES

ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

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

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: VALENCO INTERNATIONAL CORP.
2. The name and the address of the registered agent and office is:

Duran & Pelati Business Services, Inc.
10300 Sunset Dr., # 465
Miami, FL 33173

SIGNATURE _____

Brida

(Corporate Officer)

TITLE _____

Secretary

DATE _____

6/12/98

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 ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

Yolanda Duran

(Registered Agent)

DATE _____

6/12/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA