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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ANTIGUA CORPORATION

AUDIT NUMBER.....H98000012446

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

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ARTICLES OF INCORPORATION
OF
Antigua Corporation

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

SECTION 1.01 NAME. The name of this corporation is:
Antigua Corporation

SECTION 2.01 CAPITAL STOCK. The maximum number of shares of par value common, of non par common and of preferred stock, and of every kind, class of series of each, with their distinguishing characteristics and the par value of all shares having par value that this corporation is authorized to have outstanding at any one time is: 500
SHARE COMMON STOCK \$ 1.00 PAR VALUE EACH.

SECTION 3.01 INITIAL CAPITAL. The amount of capital with which this corporation will begin business is: FIVE HUNDRED DOLLARS.

SECTION 4.01 TERM OF EXISTENCE. This corporation is to exist perpetually.

SECTION 5.01 ADDRESS. The initial post office address of the principal office of this corporation in the State of Florida is:
120 N.W. 18th Court Miami, FL 33125

The Board of Directors may, from time to time move the principal office to any other address in Florida.

SECTION 6.01 DIRECTORS. This corporation shall have ONE director (s) initially. The number of Directors may be increased or diminished from time to time, by laws adopted by the shareholders, but shall never be less than ONE.

SECTION 7.01 INITIAL DIRECTORS. The name and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
William Orellana	120 N.W. 18th Court Miami, FL 33125

Sergio E. Ruiz
ACCOUNTANT
3446 S.W. 8th Street Suite 203
Miami, FL 33135 (305) 567-0690

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SECTION 8.01 SUSCRIBERS. The name and post office addresses of each subscriber to these articles of incorporation are:

NAME
William Orellana

ADDRESS
120 N.W. 18th Court Miami, Fl 33125

SECTION 9.00 NATURE OF BUSINESS.

SECTION 9.01 To engage in every aspect and phase of the business of Any and all business which is not contrary to the laws of the United States of America and of the State of Florida.

SECTION 9.02 To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cementery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

SECTION 9.03 To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other states of governments, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

SECTION 9.04 Resident Agent the corporation in pursuance of charter 48.09 Florida Statutes has named : William Orellana 120 N.W. 18th Court, Miami, Fl 33125 as its agent to accept services of process within this state.

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SECTION 10.01 AMENDMENT This articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a **MAJORITY** of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

SECTION 11.00 REGISTERED OFFICE AND REGISTERED AGENT. The street address of its initial registered office and the name of its registered Agent is:

William Orellana
120 N.W. 18th Court
Miami, FL 33125

I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said place by: William Orellana

In Witness Whereof, we have hereunto set our hand and seal and acknowledged to be filed in the office of the Secretary of State. the foregoing Certificate of Incorporation.

William Orellana

William Orellana
INCORPORATOR

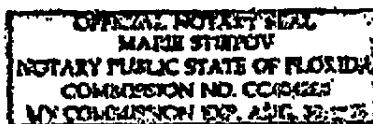
COUNTY OF DADE, STATE OF FLORIDA: I hereby certify that on this day before me, a Notary Public duly authorized in the state and country named above to take acknowledgements, personally appeared: **William Orellana**

to be known to be the persons described as subscribers in and who executed the foregoing articles of incorporation, and acknowledged before me that they subscribed to those articles of incorporation.

Witness my hand and official seal in the county and state named above this: 10th day of June of 1998

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Marie Stepanov
NOTARY PUBLIC



08-30-98

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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