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July 15, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002591989--6
-07/17/98--01077--003
****122.50 ****122.50

Re: BOTERO INC.

Dear Sir:

Enclosed please find original and copy of the articles of incorporation of BOTERO INC. together with check in the amount of \$122.50.

Please be good enough to mail the certified copy to the undersigned.

Very truly yours,


Alfredo G. Duran

AGD:ng

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 PM 4:34

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MS

**ARTICLES OF INCORPORATION
OF
BOTERO INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 PM 4:31

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

ARTICLE ONE

The name of the corporation is:

BOTERO INC.

ARTICLE TWO

The general nature of the business to be transacted by the Corporation is:

a. Any activity or business permitted under the laws of the United States and/or the State of Florida.

b. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

c. And, further, to borrow or raise money for the purpose of the company, and to secure the same and interest, or for any other purpose. To mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligation or negotiable instruments.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$100.00 per share.

ARTICLE FOUR

The corporation is to exist perpetually commencing on the date these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE FIVE

The initial post office address of the principal office of the Corporation in the State of Florida is

3302 N.E. 166th Street
No. Miami Beach, Fl 33160

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

ARTICLE SIX

The business of the Corporation shall be managed by the Board of Directors. The number of directors constituting the entire Board shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the By-laws in a manner not prohibited by law. Until so changed the number shall be one.

ARTICLE SEVEN

The names and addresses of the members of the first Board of Directors are:

JENNY BOTERO
3302 N.E. 166th Street
No. Miami Beach, Florida 33160

ARTICLE EIGHT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE NINE

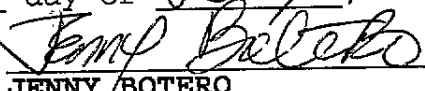
The name of the initial registered agent is ALFREDO G. DURAN. The initial street address of the initial registered agent is: 2665 So. Bayshore Drive, Suite 1100, Miami, Florida 33133. The Board of Directors may from time to time designate some other address and place for the registered office of this Corporation as it may see fit.

ARTICLE TEN

The name and address of the person signing these articles is:

JENNY BOTERO
3302 N.E.166th Street
No. Miami Beach, Florida 33160

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 15th day of JULY, 1998.


JENNY BOTERO

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


ALFREDO G. DURAN