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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: BALTA CORP.
AUDIT NUMBER.....H98000014197
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

⑤

OF

BALTAR CORP.

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is: Baltar Corp.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business for this corporation is: P.O. Box 450-431, Sunrise, FL 33345-0431.

**ARTICLE III
DURATION**

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

**ARTICLE IV
PURPOSE**

This corporation is organized for the purpose of transaction any and all lawful business.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

Prepared by:
Pablo R. Bared, Esq.
Bar #739405
Bared and Associates, P.A.
1500 San Remo Ave.
Suite 177
Coral Gables, FL 33146
(305) 666. 6010

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 San Remo Ave. #177 Coral Gables, FL 33146, and the name of the registered agent of this corporation is Pablo R. Bared, Esq.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director of this corporation is:

Director/President/Secretary...
Baltasar Rodriguez
Avenida Rio Caroni
Edificio Pilon de Azucar
Apt. A12
Cumbres de Curumo, Caracas, Venezuela

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Pablo R. Bared, Esq., 1500 San Remo Avenue, Suite 177, Coral Gables, FL 33146.

ARTICLE IX
BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

Prepared by: Pablo R. Bared, Esq., Bar #739403 Bared and Associates, P.A.
1500 San Remo Ave., #177, Coral Gables FL 33146

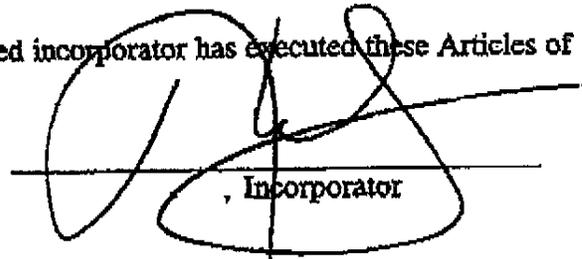
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**ARTICLE XI
AMENDMENT**

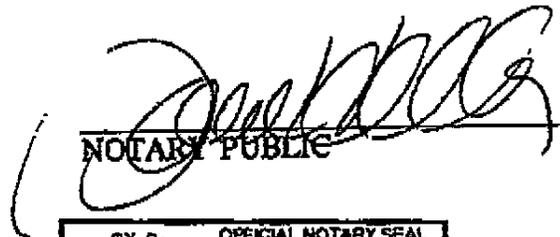
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 30 day of July, 1998.



, Incorporator

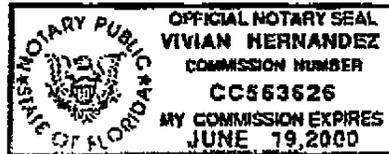
SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 30 day of July, 1998.



NOTARY PUBLIC

My commission expires:

Prepared by:
Pablo R. Bared, Esq.
Bar #739405
Bared and Associates, P.A.
1500 San Remo Avenue
Suite 177
Coral Gables, FL 33146



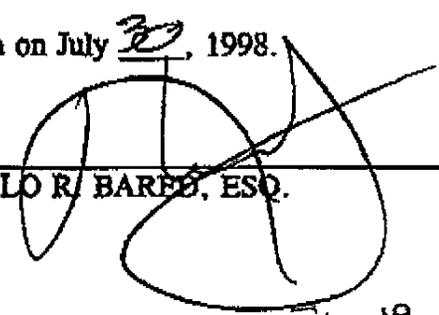
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ACCEPTANCE OF REGISTERED AGENT
FOR
BALTAR CORP.

Having been named to accept service of process for Baltar Corp., pursuant to Article VI of the Articles of Incorporation, Baltar Corp., I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on July 30, 1998.


PABLO R. BARED, ESQ.

Prepared by:
Pablo R. Bared, Esq.
Bar #739405
Bared and Associates, P.A.
1500 San Remo Ave.
Suite 177
Coral Gables, FL 33146
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