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TO: DIVISION OF CORPORATIONS

FAX #: (850) 487-6013

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

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FAX #: (305) 541-3770

NAME: ROCKWILL, INC.

AUDIT NUMBER.....H98000019145

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

CERT. OF STATUS...0

PAGES..... 4

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ROCKWILL, INC.

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

ARTICLE I NAME

The name of the corporation shall be: Rockwill, Inc.

The principal place of business of this corporation shall be:
1550 Madruga Ave. Suite 330; Coral Gables, FL 33146

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ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:
500 shares @ \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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ARTICLE V OFFICERS DIRECTORS

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):

President/ Director – Marcelo Russo – 1550 Madruga Ave. Suite 330
Coral Gables, FL 33146

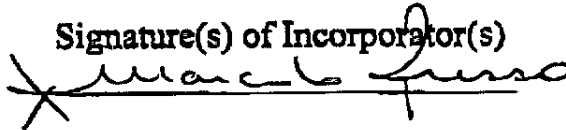
ARTICLE VI INCORPORATOR(S)

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

Marcelo Russo – 1550 Madruga Ave. Suite 330 - 100% owner
Coral Gables, FL 33146

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 14 day of October , 1998 .

Signature(s) of Incorporator(s)



JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 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.

1. The name of the corporation is: Rockwill, Inc.

2. The name and address of the registered agent and office is:

Marcelo Russo

1550 Madruga Ave. Suite 330
 (P.O. BOX NOT ACCEPTABLE)

Coral Gables, FL 33146
 (CITY/STATE/ZIP)

SIGNATURE Marcelo Russo
 (Corporate Officer)

TITLE President

DATE 10-14-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Marcelo Russo
 (Registered Agent)

DATE 10-14-98

JOSE NAE
 3899 NW 7TH ST. SUITE 203
 MIAMI, FL 33126
 (305) 541-3980

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