

12/10/98

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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MINE, INC.

AUDIT NUMBER.....H98000023059

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

CERT. OF STATUS..0

PAGES..... 4

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What's mine, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 12/11/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1998

EMPIRE

SUBJECT: LO MIO, INC.
REF: W98000027775

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name on the cover letter is different from in the articles. You must have an English translation, but if is the name is translated to "MINE, INC." that name is not available.

If you have any further questions concerning your document, please call (850) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H98000023059
Letter Number: 898A00058506

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**ARTICLES OF INCORPORATION
OF
LO MIO, INC.,**

FILED

98 DEC 11 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is LO MIO, INC. The commercial address of the corporation is 20547 Old Cutler Road- Suite 211, Miami, Florida. 33189.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Raul R. Delgado de Armas, Esq., and the street address of the initial registered office of this corporation is 600 Brickell Avenue, Suite 500, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors are:

NAME:
DIOMEDES NUÑEZ

ADDRESS:
Avenida 27 de Febrero
Edificio Plaza Don Bosco
Cuarta Planta - Apt. 402
Santo Domingo, Dominicana

This Instrument Prepared By:
Raul R. Delgado de Armas, Esq.
600 Brickell Avenue Suite 500
Miami, Florida 33131
Telephone (305) 372-1152

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EDUARDO MARTINEZ

Juan Tomas Mejias y Cotes #2
Arroyo Hondo I
Santo Domingo, Dominicana

EDGARDO BARRETO

Ciudad Jardin de Carolina
Calle Lila # 115
Carolina, Puerto Rico 00987

ANTONIO SABOURNIN

20547 Old Cutler,
Suite 211
Miami, Florida 33189

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Antonio Sournin 20547 Old Cutler Road, Suite 211, Miami, Florida 33189

ARTICLE XI - AMENDMENT

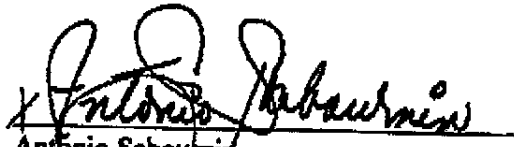
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

This Instrument Prepared By:
Raul R. Delgado de Armas, Esq.
600 Brickell Avenue Suite 500
Miami, Florida 33131
Telephone (305) 372-1152

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 6th day of December, 1998.

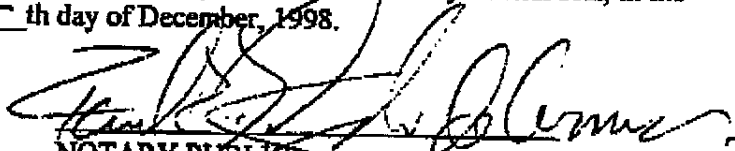

Antonio Sabournin

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Antonio Sabournin, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of Lo Mio Inc., and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of December, 1998.

My Commission Expires:


NOTARY PUBLIC

RAUL R. DELGADO DE ARMAS
Notary Public, State of Florida
My Comm. Exp. Aug. 4, 2001
Commission No. 00880139

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that Lo Mio, Inc., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Raul R. Delgado de Armas, Esq., located at 600 Brickell Avenue Suite 500, Miami, Florida 33131, as its agent to accept service of process within this State.

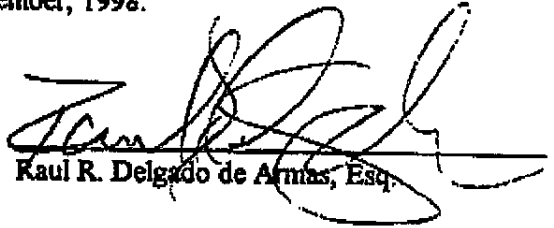
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Telephone (305) 372-1152

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Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 6TH th day of December, 1998.


Raul R. Delgado de Armas, Esq.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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