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FLORIDA PROFIT CORPORATION OR P.A.

CASTEL TECHNOLOGIES CORPORATION

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ARTICLES OF INCORPORATION
OF
CASTEL TECHNOLOGIES CORPORATION

The undersigned docs hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **CASTEL TECHNOLOGIES CORPORATION**.
The street address of the initial principal office and the mailing address of this corporation shall be 1101 Brickell Avenue, Suite 800, South Tower, Miami, Florida 33131.

ARTICLE II. DURATION

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

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

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue shall be as follows:

| <u>Number of Shares</u> | <u>Par Value</u> | <u>Class of Stock</u> |
|-------------------------|------------------|-----------------------|
| 1,000 | \$01 | Common |

All of said stock shall be payable in cash, real or other property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. REGISTERED OFFICE & AGENT

The street address of the initial registered office of the corporation shall be 1101 Brickell Avenue, Suite 800, South Tower, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is ISICOFF & RAGATZ, P.A.

Eric D. Isicoff, Esq.
Fla. Bar No. 372201
ISICOFF & RAGATZ, P.A.
1101 Brickell Ave. Suite 800, So. Twr.
Miami, Florida 33131 (305) 373-3232

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ARTICLE VI. INCORPORATOR

The name and street address of the incorporators of these Articles of Incorporation is:

Alberto Castillo
10825 S.W. 132nd Circle Court
Miami, Florida 33186

ARTICLE VII

The corporation shall have three (3) directors unless the shareholders shall, by majority vote hereafter, increase or decrease the number of directors. All vacancies in the Board of Directors, whether caused by death, resignation, removal or otherwise, shall be filled by a vote of the majority of the directors.

ARTICLE VIII. LIMITED LIABILITY

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

ARTICLE X. BYLAWS

The shareholders of the corporation, by the majority vote of the issued and outstanding shares, shall be authorized to adopt or amend the Bylaws of the corporation and to fix a greater quorum or voting requirement for any action of the shareholders than is required under the Florida Statutes. The Bylaws may also be amended or repealed by the Board of Directors. Shareholder quorum and voting requirements shall be as specified in the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of March, 1999.

By:


Alberto Castillo
Incorporator

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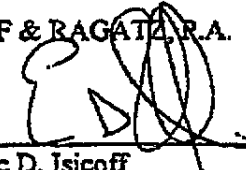
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ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 5th day of March, 1999.

ISICOFF & RAGATZ, R.A.

By: 
Eric D. Isicoff
Its: President

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