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Florida Department of State
Division of Corporations
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KATHERINE HARRIS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

SAGAVEN TRADING CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 3, 1999

EMPIRE

SUBJECT: SAGAVEN TRADING CORP.
REF: W99000010239

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SAGAVEN TRADING CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

SAGAVEN TRADING CORP.

The principal place of business of this corporation shall be 7516 Hispanola Ave., North Bay Village, FL 33141.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in 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 III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock \$1 per value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 7516 Hispanola Ave., North Bay Village, FL 33141 and the name of the initial registered agent of the corporation at that address is Lyng-Hou Ramirez.

Prepared by:
Maria de los Angeles Torres, Esq.
175 Fontainebleau Blvd. # 2-G-8
Miami, FL 33172 - (305) 552-9793
Bar No.: 0108553

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ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS AND DIRECTORS

This corporation shall have five officers and five directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are appointed are:

Maria De La Luz Rivero
President/Dir.

Ave. Berlin la California
Norte Quinta Dhaynad
Caracas, Venezuela

Alberto Jose Rivero
Vice-President/Dir.

20195 S.W. 190 St.
Miami, FL 33187

Lyng-Hou Ramirez
Secretary/Dir.

20195 S.W. 190 St.
Miami, FL 33187

Cesar Francia
Treasurer/Dir.

Ave. Berlin la California
Norte Quinta Dhaynad
Caracas, Venezuela

Carlos Horacio Rivero
Director

Barrio San Jose La Floresta
Caracas, Venezuela

ARTICLE VII - INCORPORATOR

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

Lyng-Hou Ramirez
20195 S.W. 190 St.
Miami, FL 33187

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of April, 1999.



Incorporator

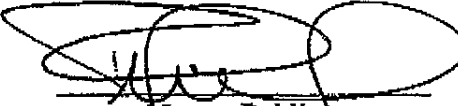
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STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

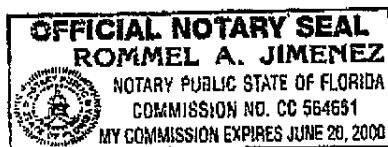
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Lyng-Hou Ramirez, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me she executed the same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 23rd day of April, 1999.



Notary Public

My commission expires:



III

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**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCEEDS MAY BE SERVED**

WITNESSETH:

That SAGAVEN TRADING CORP. desiring to organize under the laws of the State of Florida, which will have its principal office in the county of Miami Dade, State of Florida, has appointed Lyng-Hou Ramirez/7516 Hispanola Ave., North Bay Village, FL 33141 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named by the first Board of Directors to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 23rd day of April, 1999.



Resident Agent

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TALLAHASSEE FLORIDA

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