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100 NORTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33132

DAVID J. HART

(ADMITTED TO FL & NY BAR)

MARIA CIFUENTES

(ADMITTED TO VENEZUELA BAR)

CAROLYN JONES*

EDWARD L. WIMBERLY*

*LEGAL ASSISTANT

AFFILIATE OFFICE:

KASSEL, SKLAAR, COHEN, HART

JOHANNESBURG, CAPE TOWN

June 1, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -3 PM 12:49

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****140.00 *****70.00

Secretary of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of:
TAMBO USA, INC. & TIMBO, INC.

Dear Sir/Madam:

Enclosed are two (2) original Articles of Incorporation for **TAMBO USA, INC. & TIMBO, INC.** and check number 11557 in the amount of \$140.00 that represents the filing fee. After filing return to our office at 100 N. Biscayne Boulevard, Suite 2600, Miami, Florida 33132. Thank you for your prompt attention to this matter.

If you should have any questions or concerns do not hesitate to contact our office. Thank you.

Very truly yours,

Maria Cifuentes

D. BROWN JUN - 9 1999

**ARTICLES OF INCORPORATION OF
TAMBO USA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -3 PM 12:49

The undersigned acknowledges and files in the office of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these articles of incorporation as by law provided.

ARTICLE I

NAME

The name of the corporation shall be: **TAMBO USA, INC.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

The principal place of business and the mailing address of this Corporation shall be:

**540 Brickell Avenue, Suite 606
Miami, FL 33133**

ARTICLE III

PURPOSE

The general nature of the business to be transacted by this corporation shall be:

To transact any and all lawful business for which corporations may be incorporated under the Laws of the State of Florida.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal agent or broker, conferred by the laws of Florida upon corporation formed under the laws of the States, and which now or hereafter may be authorized by law.

ARTICLE IV

SHARES

The authorized capital stock of this Corporation shall consist of one thousand (1000) shares of common stock with no (\$0) par value. Any consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The number of directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

FIRST BOARD OF DIRECTORS

The number of Directors consisting of the Board of Directors of the Corporation are (4) as follows:

- | | |
|--|--|
| <p>a) DIRECTOR
Alejandro Sucre-Pimentel
Av. Francisco de Miranda, Torre Europa, P.B. #3
Campo Alegre, Chacao, Caracas
VENEZUELA</p> | <p>b) DIRECTOR
Donald Hatch
Av. Francisco de Miranda, Torre Europa,
P.B. #3 -Campo Alegre, Chacao, Caracas
VENEZUELA</p> |
| <p>c) DIRECTOR
Julio Ikeda
Av. Francisco de Miranda, Torre Europa, P.B. #3
Campo Alegre, Chacao, Caracas
VENEZUELA</p> | <p>d) DIRECTOR
Sergio Sucre Castillo
Av. Francisco de Miranda, Torre Europa,
P.B. #3 -Campo Alegre, Chacao, Caracas
VENEZUELA</p> |

ARTICLE VII

The name and street address of the initial registered agent for the corporation is:

DAVID J. HART
100 N. BISCAYNE BLVD. – SUITE #2600
MIAMI, FLORIDA 33132

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator of the Corporation is:

DONALD C. HATCH
540 BRICKELL AVENUE– SUITE #606
MIAMI, FLORIDA 33133

ARTICLE IX

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X

GENERAL PROVISIONS

- (a) The private property of any shareholder shall not be subject to the payments of any corporate debts to any extent whatsoever;
- (b) A director of the corporation may transact business, borrow, lend, finance or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the law of the United States;
- (c) The Corporation shall indemnify each director and officer of the Corporation against all or any of all expenses reasonably incurred by him in connection with or arising out of any action, suit, or proceeding, in which he may be involved, by reason of his being or having an officer or director of the corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation this

28TH

DAY OF

MAY

1999

BY:


DONALD C. HATCH

STATE OF FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
30 JUN -3 PM 12:49

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED.**

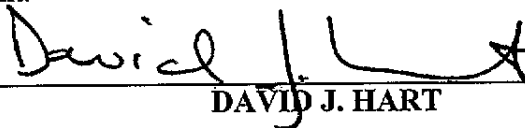
Pursuant to the provisions of section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

- I The name of the Corporation is: **TAMBO USA, INC.**
- II The name and address of the registered agent and office is:

**DAVID J. HART
100 N BISCAYNE BLVD. - SUITE #2600
MIAMI, FLORIDA 33132**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:


DAVID J. HART

**DATED: May 28, 1999
MIAMI, FLORIDA**