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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

f.a. 1507. corp.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 23, 1999

EMPIRE

SUBJECT: F.A. 1507, CORP.
REF: W99000016979

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.

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Becky McKnight
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A handwritten signature consisting of a large, stylized letter 'A' with a loop. Below the signature, the word "Please!" is written in a cursive script.

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ARTICLES OF INCORPORATION

OF

F.A. 1507, CORP.

ARTICLE I- NAME

The name of the corporation is F.A. 1507, Corp.

ARTICLE II- ADDRESS

The principle office or mailing address of this corporation shall be located at:

F.A. 1507, Corp.
825 Brickell Bay Drive, Suite 1846
Miami, Florida 33131

ARTICLE III- DURATION

This corporation shall exist in perpetuity.

ARTICLE IV- PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 825 Brickell Bay Drive, Suite 1846, Miami, Florida 33131 and the name of the registered agent of this corporation is **Ciro R. Perozo.**

This instrument prepared by:

Richard R. Robles, P.A.
825 Brickell Bay Drive
Four Ambassadors
Tower III, Suite 1849
Miami, Florida 33131
(305) 755-9200

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ARTICLE VI- CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director and officer of this corporation is:

Director, President, Vice President,
Treasurer, and Secretary:

Sixto J. Marquez
Calle 84, #3F-110, Local G
Maraciabo, Venezuela

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

Sixto J. Marquez
Calle 84, #3F-110, Local G
Maraciabo, Venezuela

ARTICLE IX- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE X- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI- INDEMNIFICATION

This corporation shall indemnify any former officer or directors, to the full extent permitted by law.

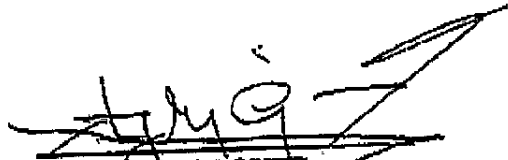
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ARTICLE XII- AMENDMENT

Only the Shareholders may amend these Articles of Incorporation. Such amendment by the shareholders requires a unanimous decision.

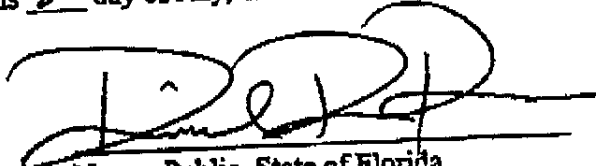
IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 22 day of July, 1999.


SIXTO J. MARQUEZ

STATE OF FLORIDA
SS
COUNTY OF MIAMI-DADE

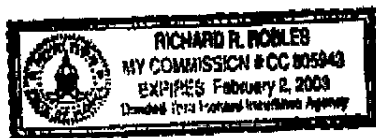
BEFORE ME, the undersigned authority, personally appeared Sixto J. Marquez, to me well known, and know to me to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this 22 day of July, 1999.



Notary Public, State of Florida
Printed Name:

My commission expires:



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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, F.A. 1507, Corp. , desiring to organize under Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Ciro R. Perozo, 825 Brickell Bay Drive, Suite 1846, Miami, Florida 33131, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent


CIRO R. PEROZO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 23 AM 11:52

FILED

This instrument prepared by:

Richard R. Robles, Esquire
825 Brickell Bay Drive
Four Ambassadors
Tower III, Suite 1849
Miami, Florida 33131

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