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FLORIDA PROFIT CORPORATION OR P.A.
RITMOTCA.COM, INC.

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ARTICLES OF INCORPORATION
OF
RITMOTECA.COM, INC.

The undersigned, being natural persons competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be: RITMOTECA.COM, INC.

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 7790 West 25th Avenue, Hialeah, Florida 33016.

ARTICLE III.
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) twenty-five million (25,000,000) shares of common stock, par value \$.0001 per share, and (ii) five million (5,000,000) shares of Preferred Stock having a par value of \$.0001 per share.

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Matthew W. Miller, Esq., Florida Bar No. 0121398
Atlas, Pearlman, Trop & Borkson, P.A.
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Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes of Common Stock as adopted by the Board of Directors.

ARTICLE V.
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI.
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Ivan J. Parron
7990 West 25th Avenue
Hialeah, Florida 33016

ARTICLE VII.
BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially.

ARTICLE VIII.
INITIAL DIRECTORS

The names and addresses of the initial Directors of this corporation are:

Ivan J. Parron
7990 West 25th Avenue
Hialeah, Florida 33016

Ricardo de Cubas
7990 West 25th Avenue
Hialeah, Florida 33016

Ivan Parron
7990 West 25th Avenue
Hialeah, Florida 33016

ARTICLE IX.
INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation as the incorporators are Ivan J. Parron, 7990 West 25th Avenue, Hialeah, Florida 33016 and Ricardo de Cubas, 7990 West 25th Avenue, Hialeah, Florida 33016.

ARTICLE X.
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

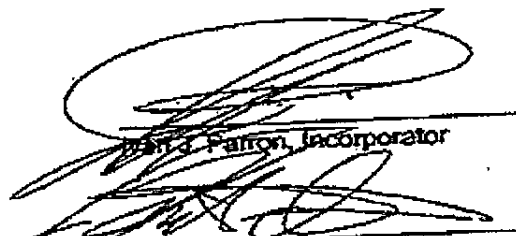
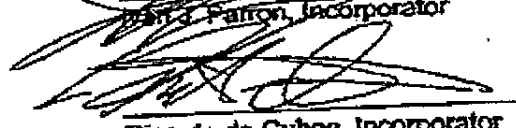
ARTICLE XI.
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII.
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 3rd day of August 1999.

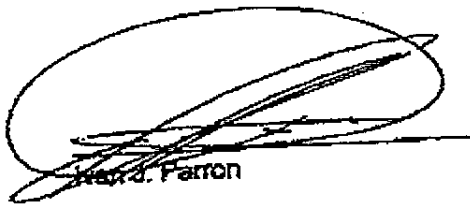

Ivan J. Parron, Incorporator

Ricardo de Cubas, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

RITMOTECA.COM, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address at 7990 West 25th Avenue, Hialeah, Florida 33016, has named Ivan J. Parron, whose address is 7990 West 25th Avenue, Hialeah, Florida 33016, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Ivan J. ParronFILED
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