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SEP-07-1999 12:03
Division of Corporations

EMPIRE CORP

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P.01/05

Florida Department of State
Division of Corporations
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From:
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Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

kompos corp.

SECRETARY OF STATE
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EMPIRE CORP

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ARTICLES OF INCORPORATION

OF

KOMPOS CORP.

ARTICLE I - CORPORATE NAME

The name of the corporation is KOMPOS CORP.

Corporate Address: 281 N.W. 122nd Avenue, Miami, FL 33182.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III - DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

September 3, 1999.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 100.

Prepared by:
Law Offices of Miriam R. Merlo, P.A.
2950 S.W. 27th Avenue, Suite 100.
Miami, FL 33133-3765
305/445-3800
Fla. Bar No. 027596

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C. Par Value: Each share of Common Stock shall have NO par value.

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the Initial Registered Office of this corporation is 281 N.W. 122nd Avenue, Miami, FL 33182 and the name of the Initial Registered Agent of this corporation at that address is **CESAR E. IGLESIAS**.

ARTICLE VI - DIRECTORS

This corporation shall have initially 1 (One) President, 1(One) Vice-President, 1(One) Secretary, 1 (One) Treasurer. The number of Directors may either increase or decrease, from time to time, by the bylaws but shall never be less than one. The name and address of the Directors of this corporation are:

Jorge Vicente Virdo - President - 281 N.W. 122nd Avenue, Miami, FL 33182.

Bruno Romanin - Vice-President - 281 N.W. 122nd Avenue, Miami, FL 33182.

Cesar E. Iglesias - Secretary - 281 N.W. 122nd Avenue, Miami, FL 33182.

Hilda Edelmira Virdo Lapeyre - Treasurer - 281 N.W. 122nd Avenue, Miami, FL 33182.

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ARTICLE VII - INITIAL SUBSCRIBER

The name and address of the Initial Subscriber of these Articles of Incorporation is:

CESAR E. IGLESIAS, 281 N.W. 122nd Avenue, Miami, FL 33182.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of September, 1999.

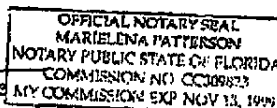

Cesar E. Iglesias, Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CESAR E. IGLESIAS, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification of the above named persons: Cesar E. Iglesias, and that an oath (was)(was not) taken.

Witness my hand and seal in the County and State last aforesaid this 3rd day of September, 1999.


Notary Public, State of Florida at Large



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT-REGISTERED OFFICE**

First - That KOMPOS CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation, has named CESAR E. IGLESIAS, located at 281 N.W. 122nd Avenue, Miami, Miami-Dade County, State of Florida, as its agent to accept service of process within this State.

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 THAT 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.

SIGNATURE: _____

CESAR E. IGLESIAS, REGISTERED AGENT

STATE OF FLORIDA)

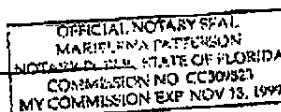
SS:)

COUNTY OF MIAMI-DADE)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CESAR E. IGLESIAS, known to me to be the person described in and who executed the foregoing instrument and who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: Cesar E. Iglesias and that an oath (was)(was not) taken.

Witness my hand and seal in the County and state last aforesaid this 3rd day of September, 1999.

Maudena Patterson
Notary Public, State of Florida at Large



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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