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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-11/03/99-1040-022  
\*\*\*\*\*8.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LUTEMEL CORP.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

RECEIVED  
99 NOV -2 AM 11:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
99 NOV -2 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# ARTICLES of INCORPORATION

## ARTICLE I

The name of this corporation shall be:

**LUTEMEL CORP.**

With the principal place of business located at:

**1470 NW 107<sup>th</sup> AVE SUITE H  
MIAMI FL. 33172**

## ARTICLE II

### GENERAL NATURE OF BUSINESS

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 III

### CAPITAL STOCK

This Corporation is authorized to issue 1.000 shares of Common Stock, par value \$1.00(one U.S. dollar) per share.

## ARTICLE IV

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE V

### INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:

**444 Brickell Ave suite 750 Miami FL. 33131**

The Name of the initial REGISTERED AGENT of this Corporation is:

**Millennia Consulting services, Inc.**

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK  
ALAN S. GLUECK # 224278 FL  
444 BRICKELL, AVE # 752  
MIAMI, FL 33131

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ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This Corporation shall have **1 (one)** Director(s) initially, the number of Directors may be either increased or diminished from time to time according to the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President : **LUIS OTAVIO MONTEIRO DE MELLO**

ARTICLE VII  
INCORPORATOR

The name and address of the person signing this article is:

LUIS OTAVIO MONTEIRO DE MELLO  
1470 NW 107YH AVE SUITE H MIAMI FL. 33172

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

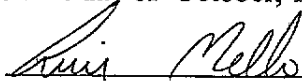
ARTICLE IX  
MANAGEMENT OF CORPORATION

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the President and the shareholders of this Corporation.

ARTICLE X  
BY LAWS

The power to adapt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDERS.

IN WITNESS WHEREOF, The undersigned Incorporator has executed these Articles of Incorporation this 25<sup>st</sup>. day of October, 1999.

  
Incorporator

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

WITNESSETH:

LUTEMEL CORP.

THAT DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF  
FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF  
DADE, STATE OF FLORIDA HAS APPOINTED:

LUIS OTAVIO MONTEIRO DE MELLO


AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:  
**LUTEMEL CORP.**

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 \_\_\_\_/\_\_\_\_/\_\_\_\_

  
\_\_\_\_\_  
Registered Agent

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