

Wednesday, October 20, 1999

Division of Corporations

P990000102854

Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850)922-4001

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

**FLORIDA PROFIT CORPORATION OR P.A.****Imperil-Azteca Inc.**

- Imperio Azteca Inc. -

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 24, 1999

CORPORATE CREATIONS

SUBJECT: IMPERIO AZTECA INC.  
REF: W99000027039

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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Beth Register  
Corporate Specialist Supervisor

FAX Aud. #: H99000026419  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****Article I. Name**

The name of this Florida corporation is:  
Imperio Azteca Inc.

**Article II. Address**

The Corporation's mailing address is:  
Imperio Azteca Inc.  
2277 Discovery Circle West  
Deerfield Beach FL 33442

**Article III. Registered Agent**

The name and address of the Corporation's registered agent is:  
Anthony Alvarez  
2277 Discovery Circle West  
Deerfield Beach FL 33442

**Article IV. Board of Directors**

The name of each member of the Corporation's Board of Directors is:  
Anthony Alvarez  
Leonardo Navarrete

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
800-421-2661

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Article V. Capital Stock

The Corporation shall have the authority to issue 2 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 24, 1999.

The undersigned incorporator executed these Articles of Incorporation on November 24, 1999.

  
CORPORATE CREATIONS INTERNATIONAL INC.

Todd A. Hardy Vice-President

American Incorporators Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

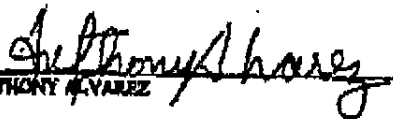
**CORPORATION:**

Imperio Azteca Inc.

**REGISTERED AGENT/OFFICE:**

Anthony Alvarez  
2277 Discovery Circle West  
Deerfield Beach FL 33442

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
ANTHONY ALVAREZ

Date: November 24, 1999

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