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ADAM R. SCHIFFMAN, P.A.

ATTORNEYS AT LAW

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ADAM R. SCHIFFMAN

99 NOV 22 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 19, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Agudel Corporation

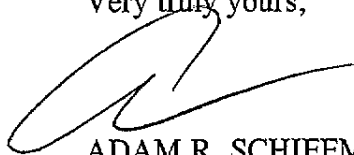
Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for Agudel Corporation.

Enclosed also is my check in the amount of \$78.75 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles to the undersigned, using the enclosed self-addressed Federal Express envelope and airbill, as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,



ADAM R. SCHIFFMAN

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*****78.75 *****78.75

EFFECTIVE DATE
11-18-99

S. Thompson NOV 29 1999

EFFECTIVE DATE

11-18-99

ARTICLES OF INCORPORATION

OF

AGUDEL CORPORATION

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

AGUDEL CORPORATION

The Corporation's address is:

Arroyo 863-14^oA
1007 Buenos Aires, Argentina

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TALLAHASSEE FLORIDA

ARTICLE II

DURATION

The corporation shall commence its existence on November 18, 1999, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is:

Adam R. Schiffman
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VI

INCORPORATOR

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

Adam R. Schiffman
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) Directors. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Juan Jose Varsi
Arroyo 863-14^oA
1007 Buenos Aires, Argentina

Ercilio Ricardo Varsi
Arroyo 863-14^oA
1007 Buenos Aires, Argentina

Maria Claudina Varsi
Arroyo 863-14^oA
1007 Buenos Aires, Argentina

ARTICLE VIII

INITIAL OFFICERS

The name, address and office of the initial Officers of the corporation are:

Juan Jose Varsi
Arroyo 863-14^oA
1007 Buenos Aires, Argentina
President

Ercilio Ricardo Varsi
Arroyo 863-14^oA
1007 Buenos Aires, Argentina
Vice President/Secretary

Maria Claudina Varsi
Arroyo 863-14^oA
1007 Buenos Aires, Argentina
Vice President/Treasurer

