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FLORIDA PROFTT CORPORATION OR P.A.

HELIODORO PALACIOS, P.A.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

Heliodoro Palacios, P.A.

THE UNDERSIGNED subscriber to these Articles of Incorporation hereby desire to form a Professional Corporation for profit under the provisions of chapter 621, Florida Statutes, and Statutes amendatory thereof and supplemental thereto.

ARTICLE I - NAME

The name of the corporation is:

Heliodoro Palacios, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

400 SW 107th Avenue, Suite 403 - Miami, FL 33174

ARTICLE III - DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE IV - PURPOSE

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of selling Financial Services and Products. The services and products involved in the corporation's practice of Financial Services shall be rendered only through its officers and agents, who are duly authorized and licensed.

ARTICLE V - SHARES

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

Prepared by:

H. Palacios & Associates
400 SW 107th Ave. Suite 404
Miami, FL 33174
Tel: (305) 220-2113

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ARTICLE VI**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered Agent of this corporation is:

- a) Registered Agent : Heliodoro Palacios
b) Street address : 9840 SW 6th Street
Miami, FL 33174

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have (1) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial Directors of this corporation are:

P - Heliodoro Palacios - 9840 SW 6th Street - Miami, FL 33174

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

Heliodoro Palacios - 9840 SW 6th Street - Miami, FL 33174

ARTICLE IX - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices terms and conditions that shall be negotiated by the interested stockholders. No stockholder of this corporation shall sell any stock of this corporation without first submitting the stock certificates along

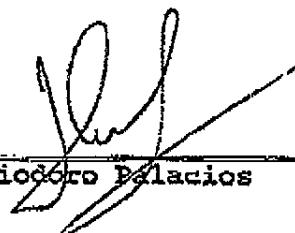
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with a written offer to sell said stock during which time the corporation shall have the right to purchase said stock at a price equal to the written offer for a period of ninety days. The preemptive right of any holder is determined by the ratio to the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 days of January, 2001.

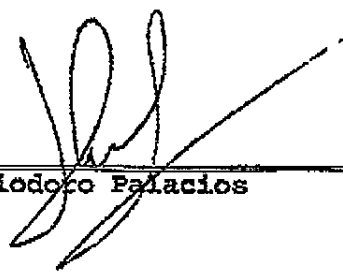


Heliodoro Palacios

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the Above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.325. Florida Statutes.

Dated this 3 days of January, 2001.



Heliodoro Palacios

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