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FLORIDA PROFIT CORPORATION OR P.A.

Ternion Investment Group, Inc.

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ARTICLES OF INCORPORATION  
OF  
TERNION INVESTMENT GROUP, INC.

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Ternion Investment Group, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on March 23, 2004 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is Ternion Investment Group, Inc., c/o Best Time, Inc., 55 E. 1 St., Suite 8, Miami FL 33132.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:  
Ann Fisher, P.A.  
1514 Zuleta Ave.  
Coral Gables FL 33146  
305-665-5944  
Fla Bar No: 0328227

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ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Victor V. Marrero, 16308 NW 11 St., Pembroke Pines FL 33028.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Elvis Toledo, c/o Best Time, Inc., 55 NE 1 St., Suite 8, Miami FL 33132.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have six directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are:

Elvis Toledo	Victor V. Marrero	Jose F. Montano
Carmen Toledo	Iris Marrero	Lourdes Montano
c/o Best Time, Inc.	16308 NW 11 St.	315 SW 185 Ave.
55 NE 1 St., Suite 8	Pembroke Pines FL	Pembroke Pines FL
Miami FL 33132	33028	33029

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

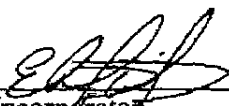
ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

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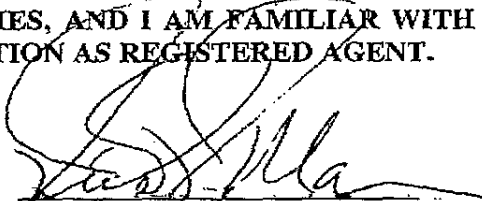
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IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation this 23rd day of March, 2004.

  
\_\_\_\_\_  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

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 THIS 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.

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

Date: 3/23/04

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