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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT FAX #: (305)541-3770  
PHONE: (305)541-3694

NAME: F D E Z GROUP, INC.  
AUDIT NUMBER.....H97000014794  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 5  
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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

F D E Z Group, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of Home Repairs & Sales
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Prepared by:  
Eduardo J. Mendez  
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(305) 275-5588

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100 Such shares shall be of a single class, and shall be 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferrable only to natural persons

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is 5920 S.W. 83rd Avenue, Miami, Florida 33143

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
President/Secretary Faustino Fernandez	5920 S.W. 83rd Avenue, Miami, Florida 33143
Vice-President/Treasurer Adolfo Fernandez	1046 N.W. 133rd Avenue, Miami, Florida 33182

ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Faustino Fernandez	5920 S.W. 83rd Avenue, Miami, Florida 33143

Executed by the undersigned at Miami, Florida  
on September 8, 1997.

Faustino Fernandez

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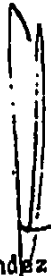
**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That F D E Z Group, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida has named Faustino Fernandez located at 5920 S.W. 83rd Avenue City of Miami, County of Dade State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in the certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
-----  
Faustino Fernandez

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