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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: CASTRO & FLAQUER, INC.

AUDIT NUMBER.....H97000015542

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF

CASTRO & FLAQUER, INC.

THE UNDESIGNED INCORPORATORS(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE : CASTRO & FLAQUER, INC.
THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE: THE STATE OF FLORIDA
AND ALL THE UNITED STATES:

1553 SUNSET DRIVE, SUITE H
CORAL GABLES, FL 33143

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTRY, TERRITORY, OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND IT'S VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: SEVEN HUNDRED SHARES OF COMMON STOCK WITH PER VALUE OF THE (\$10.00) DOLLARS PER SHARE, ALL OF THE STOCK WILL BE PAYABLE IN CASH, REAL OR PERSONAL PROPERTY, OR LABORS, OR SERVICES IN LIEU OF CASH VALUATION OF ANY OF THE ABOVE TO BE FIXED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

Prepared by: Luis Frias

11860 sw 18 terrace # 100
Miami, FL 33175
(305)876-9996

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ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS(E) OF THE INITIAL OFFICER(S) AND DIRECTOR(S), IF ANY, WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSOR(S) IS/ARE ELECTED, IS/ARE:

CANDIDA N. CASTRO -PRESIDENT
MARGARITA FLAQUER DE CABRERA -VICE-PRESIDENT

1553 SUNSET DRIVE, SUITE H
CORAL GABLES, FL 33143

ARTICLE VI INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE CORPORATOR(S) TO THIS ARTICLES OF INCORPORATION IS/ARE:

CANDIDA N. CASTRO -PRESIDENT
14218 S W 176 TERRACE
MIAMI, FL 33177

MARGARITA FLAQUER DE CABRERA -VICE-PRESIDENT
9405 FONTAINEBLEAU BLVD APT 207
MIAMI, FL 33072

IN WITNESS WHEREOF, THE INDERSIGNED INCORPORATOR(S) HAS/HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 17TH OF SEPTEMBER, 1997.

SIGNATURE(S) OF INCORPORATOR(S)


CANDIDA N. CASTRO
PRESIDENT


MARGARITA FLAQUER DE CABRERA
VICE-PRESIDENT

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

CASTRO & FLAQUER, INC.

2. The name and address of the registered agent and office is:

CANDIDA N. CASTRO; 14218 SW 176 TERRACE

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33177

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

Candida Castro

TITLE PRESIDENT

DATE SEPTEMBER 17, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

[Signature]

DATE SEPTEMBER 17, 1997

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