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FLORIDA PROFIT CORPORATION OR P.A.

ARACOW HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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P. 2

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**ARTICLES OF INCORPORATION
OF
ARACOW HOLDINGS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be ARACOW HOLDINGS, INC. The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved by law.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 8356 NW 30th Terrace, Miami, Florida 33122.

ARTICLE III NATURE OF BUSINESS

This corporation may engage or transact in 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 IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with par value of one (\$1.00) dollar per share.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is:

Rick Lyles
8356 NW 30th Terrace
Miami, Florida 33122

Sep 24 02 12:42p

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p. 3

ARTICLE VI INCORPORATOR

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

Rick Lyles
8356 NW 30th Terrace
Miami, Florida 33122

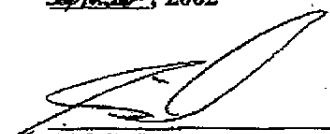
ARTICLE VII OFFICERS AND DIRECTORS

The initial board of directors of the corporation shall be composed of two directors. The name and address of the initial officers and directors who shall hold office for the first year of the corporation, or until a successor is elected or appointed are:

Jose Maria Passarelli	President
8356 NW 30 th Terrace	
Miami, Florida 33122	

Rick Lyles	Secretary
8356 NW 30 th Terrace	
Miami, Florida 33122	

The undersigned Incorporator has executed these Articles of Incorporation this 10th day of September, 2002


Rick Lyles

Sep 24 02 12:42p

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p. 4

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501, 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 is: **ARACOW HOLDINGS, INC.**
2. The name and address of the registered agent and office is:

**Rick Lyles
8356 NW 30th Terrace
Miami, Florida 33122**

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 the 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.



Rick Lyles, Registered Agent

Dated: September 10, 2002

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