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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

M & S CONSTRUCTION COMPANY, INC.
Investment

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 20, 2000

FAS-T

SUBJECT: M & S CONSTRUCTION COMPANY, INC.
REF: W00000001584

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE NAME CONFLICT IS M & S CONSTRUCTION CO. DOC #J50167.

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Neysa Culligan
Document Specialist

FAX Aud. #: H00000003046
Letter Number: 600A00002712

ARTICLES OF INCORPORATION
OF
M & S CONSTRUCTION INVESTMENT, INC.

All the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Law of said State providing for the information, liabilities rights, privileges and immunities of a corporation for profit.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be: M & S CONSTRUCTION INVESTMENT, here
and after referred to as the corporation. INC.

ARTICLE II
NAME & ADDRESS OF REGISTERED AGENT

Its principal office shall be located at: 12360 SW 132 COURT #210 MIAMI, FLORIDA
33186. Its Registered Agent shall be: YOLANDA JARAMILLO.

ARTICLE III
NATURE OF BUSINESS

Section 1. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all the things herein after mentioned, as fully and to the same extent as natural persons might or could, viz.
A.- To carry on business in the United States of North America or any foreign Country of Countries, to buy, sell, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both in wholesale and retail, in goods and services of all types, both as principal, and/or agent in any part of the world.

Prepared by:
Y & A Professional Service, Inc.
(305) 971-3340
12360 S.W. 132 Ct. #210
Miami, Florida 33186

**ARTICLE IV
CAPITAL STOCK**

The capital stock of the Corporation upon commencing business operation shall consist of ONE HUNDRED (100) shares of \$10.00 dollars per value for Incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration. Said shares of common stock to have \$10.00 as per value, all shares to be issued fully paid and non assessable, the capital stock of this corporation may be paid in lawful money of the U.S.A. in property, labor or services at the fair and just valuation to be fixed by the stockholder or by the Board of Directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

**ARTICLE V
INITIAL CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND DOLLARS (1000.00)

**ARTICLE VI
TERM OF EXISTENCE**

The Corporation shall have perpetual existence . - - - - -

**ARTICLE VII
INITIAL DIRECTORS AND OFFICERS**

The name an address of the first Board of Director who are subject to the provisions of these articles of Incorporation, the By-laws and the act of the legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following. - - - - -

NAME	ADDRESS	TITLE
MAGDA SORAYA OSPINA	1041 JEFFERSON DR. #E HOMESTEAD, FL. 33034	PRESIDENT
SANDRA LILIANA OSPINA	1041 JEFFERSON DR. #E HOMESTAED, FL. 33034	SECRETARY TREASURER

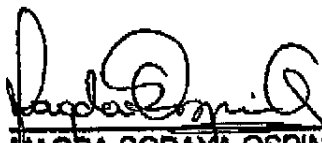
**ARTICLE VIII
SUBSCRIBERS**

NAME	TITLE	SHARES
MAGDA SORAYA OSPINA	PRESIDENT	- 50% -
SANDRA LILIANA OSPINA	SECRETARY/TREASURER	- 50% -

**ARTICLE IX
BY - LAWS**

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By - Laws which shall be adopted by stockholder of the corporation as soon as practicable after the corporation shall be formed which said By-laws may from time to time and whenever be necessary by amended by the board of Directors of the Corporation

IN WITNESS WHEREOF, The undersigned have made and signed these Articles if Incorporation at Miami, Florida County of Dade. - - - - -


 MAGDA SORAYA OSPINA
 PRESIDENT


 SANDRA LILIANA OSPINA
 SECRETARY/ TREASURER

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

Pursuant to the provisions of section 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:

M & S CONSTRUCTION INVESTMENT, INC.

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

**YOLANDA JARAMILLO
12360 SW 132 COURT #210
MIAMI, FL. 33186**

Signature: x 

**MAGDA SORAYA OSPINA
PRESIDENT**

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


**YOLANDA JARAMILLO
Registered Agent**

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