

Division of Corporations

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Florida Department of State
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EFFECTIVE DATE**01-28-00**

From:

Account Name : YOLANDA M. CARRENO, INC.
Account Number : 072056002466
Phone : (305) 554-4032
Fax Number : (305) 227-9813

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED**FLORIDA PROFIT CORPORATION OR P.A.****FRED MARTIN & CO.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 2000

YOLANA M CARRENO INC,

SUBJECT: FRED MARTIN & CO.
REF: W00000002826

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.

ARTICLE VII CHECK THE ADDRESS AND ALSO IF YOU WANT & CO IN THE NAME YOU STILL HAVE TO ADD A SUFFIX.

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Neysa Culligan
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FAX Aud. #: H00000005053
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FAX AUDIT NO. H00000005053 4EFFECTIVE DATE
01-28-00

ARTICLES OF INCORPORATION

OF

FRED MARTIN & CO., INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB-1 PM 4:25

FILED

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Status of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: FRED MARTIN & CO., INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the 28th of January, 2000

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a) Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.
- b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature, and description wheresoever located, both

Yolanda M. Carreno, Inc.
12260 S. W. 8th St. #118
Miami, Fl. 33184
Phone (305) 554-4032

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tangible and intangible, and including those in action, either as owner, broker, agent or factor.

c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs, and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock, at no par value which shall be designated as "common Stock".

ARTICLE VI - PREMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of tractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is: 14680 S W 41st Street, Miami, Fl 33027 and the name of the initial registered agent of this corporation at that address is: FEDERICO MARTIN SANCHEZ

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) initial. The number of director(s) may be either increased or diminished from time to time by the bylaws. The name(s) and address(es) of the initial director(s) of this corporation until the first annual meeting of shareholder(s) or until their successor(s) are elected and shall qualify is (are):

<u>NAME</u>	<u>ADDRESS</u>	
FEDERICO MARTIN SANCHEZ	14680 S W 41st St. Miramar, Fl 33027	PRESIDENT & DIRECTOR
MILDRED M GONZALEZ MARTIN	14680 S W 41st St. Miramar, Fl 33027	SECRETARY & DIRECTOR

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles is (are):

<u>NAME</u>	<u>ADDRESS</u>	
FEDERICO MARTIN SANCHEZ	14680 S W 41st St. Miramar, FL 33027	500 SHARES
MILDRED M GONZALEZ MARTIN	14680 S W 41st St. Miramar, FL 33027	500 SHARES

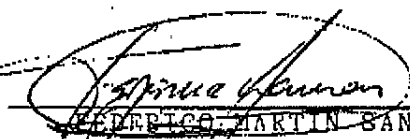
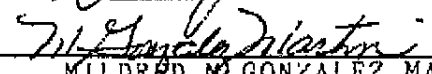
ARTICLE X - AMENDMENTS

This corporation reserves the right to mend re repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is (are) subject to this reservation.

ARTICLE XI - MAILING ADDRESS

The principal office and mailing address of this corporation is: 14680 S W 41st Street, Miramar, FL 33027

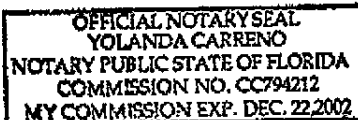
IN WITNESS WHEREOF, the undersigned has (have) executed these Articles of Incorporation this 28th day of January, 2000.


FEDERICO MARTIN SANCHEZ

MILDRED M GONZALEZ MARTIN

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00 FEB - 1 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDASTATE OF FLORIDA)
COUNTY OF DADE) S.S.

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared: FEDERICO MARTIN SANCHEZ and MILDRED M GONZALEZ SANCHEZ known to me and known to me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 28th day of January , 2000.



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR:
FRED MARTIN & CO. , INC. , AT THE PLACE
DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, 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.

DATE: January 28th, 2000

Yolanda M. Carreno, Inc.
12260 S. W. 8th St. #118
Miami, Fl. 33184
Phone (305) 554-4032

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RESIDENT AGENT
FEDERICO MARTIN SANCHEZ

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