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Florida Department of State
Division of Corporations
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SYSTEL INTERNATIONAL CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 10, 2000

EMPIRE

SUBJECT: SYSTEL INTERNATIONAL CORPORATION
REF: W00000003647

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SYSTEL INTERNATIONAL CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

SYSTEL INTERNATIONAL CORPORATION

The principal place of business of this corporation shall be 12711 NW 11 Street, Miami, FL 33182.

ARTICLE II - 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 III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock \$1 per value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 12711 NW 11 Street, Miami, FL 33182 and the name of the initial registered agent of the corporation at that address is Otto Quintero.

Prepared by:
Maria de los Angeles Torres, Esq.
175 Fontainebleau Blvd. # 2-G-8
Miami, FL 33172 - (305) 552-9793
Bar No.: 0108553

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ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS AND DIRECTORS

This corporation shall have three officers and three directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are appointed are:

Efrain Quintero President/Dir.	12748 N.W. 11th Terrace Miami, FL 33182
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Otto Quintero Vice-President/Dir.	12756 N.W. 11th Terrace Miami, FL 33182
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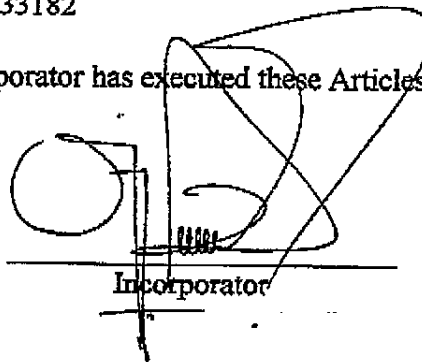
German E. Quintero Secretary/Dir.	12748 N.W. 11th Terrace Miami, FL 33182
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ARTICLE VII - INCORPORATOR

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

Otto Quintero
12756 N.W. 11th Terrace
Miami, FL 33182

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of January, 2000.



Incorporator

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STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Otto Quintero, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me he executed the same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 31st day of January, 2000.

Notary Public

My commission expires:

Sworn to and subscribed before me this

31st day of January 19

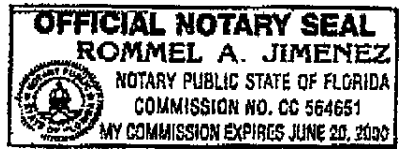
by OTTO QUINTERO

Signature of Notary Public

Notary's Name, Printed, Stamped or Typed

Personally Known: or Produced ID

Type of ID produced:



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III

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**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCEEDS MAY BE SERVED**

WITNESSETH:

That SYSTEL INTERNATIONAL CORPORATION desiring to organize under the laws of the State of Florida, which will have its principal office in the county of Miami Dade, State of Florida, has appointed Otto Quintero/ 12711 NW 11 Street, Miami, FL 33182 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named by the first Board of Directors to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 31st day of January, 2000.



Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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