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COMPREHENSIVE

BUSINESS SERVICES

 ACCOUNTING
 BOOKKEEPING
 TAX SERVICES
 CONSULTATION

 8181 NW 36TH ST., STE. 18, MIAMI, FL 33166
 TEL: (305)594-2637
 FAX: (305)594-2639

March 15, 2000

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Subject:

F & C INTERBUSINESS CORP.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75 to cover the following charges: Designation of Registered Agent; Filing Fee; and Certified Copy.

FROM:

JANET CORTEZ 8181 N.W. 36TH STREET, STE. 18 MIAMI, FL. 33166

Sincerely Yours,

ANET W. CORTEZ

ARTICLES OF INCORPORATION

OF

F & C INTERBUSINESS CORP.



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

The name of the Corporation is F & C Interbusiness Corp.

ARTICLE II

The term of existence of the Corporation is perpetual.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any

securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The street address of the initial registered office of the Corporation is:

2509A N.W. 72nd Avenue Miami, FL 33122

The name of the registered agent of such address is:

Diego M. Fernandez

ARTICLE VII

The initial address of the principal office of the Corporation in the State of Florida is:

2509A N.W. 72nd Avenue Miami, FL 33122

ARTICLE VIII

The initial Board of Directors of the Corporation shall be two (2) directors. The number of directors may be increased from time to time by bylaws adopted by the shareholders.

ARTICLE IX

The name and address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are:

Diego M. Fernandez 1599 Sorrento Drive Weston, FL 33026

James O. Carvajal Arias 9419 Fontainebleau Blvd., Ste. 106 Miami, FL

ARTICLE X

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Diego M. Fernandez 1599 Sorrento Drive President & Treasurer

Weston, FL 33026

James O. Carvajal Arias 9419 Fontainebleau Blvd., Ste 106 Miami, FL Vice-President & Secretary

ARTICLE XI

The name and address of the incorporator of this Corporation is:

James O. Carvajal Arias 9419 Fontainebleau Blvd., Ste. 106 Miami, FL

ARTICLE XII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Diego M. Fernandez

50 Shares, 50%

1599 Sorrento Drive Weston, FL 33026

50 Shares, 50 %

James O. Carvajal Arias 9419 Fontainebleau Blvd., Ste. 106

Miami, FL

ARTICLE XIII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersign Incorporation this day of	gned has executed the	se Articles of	
	Signature: JAMES (D. CARVAJAL	W CONTRACTOR OF THE SERVICE OF THE S

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<u>CERTIFICATE OF DESIGNATION</u> 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: F & C INTERBUSINESS CORP.
- 2. The name and address of the registered agent are:

Diego M. Fernandez 1599 Sorrento Drive Weston, FL 33326

SIGNATURE: SECRETARY OF STATE DATE:

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE:

DATE: