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Mr's Guillermo Henedia

Phone 305 640-1788

Company SEA & AIR INT'L CARGO SERVICE

Address 1225 NW 93RD CT

Dept./Floor/Suite/Room

MIAMI

State

FL

ZIP

33172

Office Use Only

BER(S), (if known):

Internal Billing Reference

1. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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2000 APR 20 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

AR 4/25

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2000 APR 20 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
G & H INVESTMENTS GROUP CORP.

We, the undersigned subscribers to these articles of incorporations, each a natural person competent to contract, hereby associate together to form a Corporation under the Laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the Corporations shall be: G & H INVESTMENTS GROUP CORP.

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be Retail Sale of General Merchandise, any other activities of business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every kind, class and description, except that is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporation property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assests of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or nay other state of government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than five hundred Dollars (\$500.00)

ARTICLE V
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI
PRINCIPLE PLACE OF BUSINESS

The initial street address in the State of the principle office of this corporation 1225 N.W.93 CT MIAMI FLA 33172

The Board of Director may from time-to-time, move the principle office to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

This corporation shall have not less than two directors initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholders.

ARTICLE VIII
BOARD OF DIRECTORS

The name and street address of the members of the first Board of Director are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
GUILLERMO HEREDIA	PRESIDENT	1225 N.W.93CT MIAMI FLA 33172

ARTICLE IX
SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
GUILLERMO HEREDIA	1225 N.W.93CT MIAMI FLA 33172	1000	1000

ARTICLE X
REGISTERED AGENT

The address of the Registered Office of this corporation shall be: the registered agent is :
GUILLERMO HEREDIA 1225 N.W.93CT MIAMI FLA 33172

Pursuant of Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place design in these Articles of Incorporation, I hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


BY GUILLERMO HEREDIA

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2000 APR 20 AM 7:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

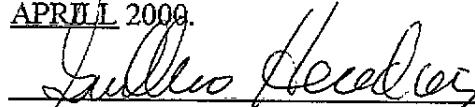
ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by the stockholders' meeting by the majority of the stock entitled to vote them on, unless manifesting their intention that a certain amendment of these Articles of Incorporation be made.

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments personally appeared:

WITNESS my hand and official seal in the County and State named above this 17 day of APRIL 2000.


GUILLERMO HEREDIA


NOTARY

