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TRANSMITTAL LETTER

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

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-07/03/00--01080--001
*****78.75 *****78.75

SUBJECT: Liahona Ventures Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

FILED
00 JUL -3 AM 10:21
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Gonzalo Paternoster
Name (Printed or typed)

11522 Royal Palm Blvd
Address

Coral Springs, FL 33065
City, State & Zip

954-752-3429
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

S. Thompson JUL 06 2000

**ARTICLES OF INCORPORATION
OF
LIAHONA VENTURES INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be: LIAHONA VENTURES INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

**ARTICLE II
PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be: 11522 Royal Palm Blvd., Coral Springs, FL 33065.

**ARTICLE III
GENERAL NATURE OF BUSINESS TO BE TRANSACTED**

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.0833;
- (f) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation, a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation, or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting organization, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- (h) To lend money, invest and reinvest funds, and receive and hold real and personal property as security for repayment;
- (I) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

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STATE OF FLORIDA
TALLAHASSEE

- (k) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (l) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (m) To transact any lawful business that will aid governmental policy;
- (n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (r) To engage in the business of providing a wide range of services and such other lawful businesses as may from time to time be determined by the Board of Directors.

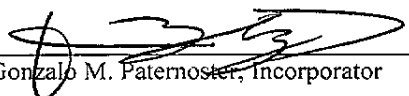
The foregoing paragraphs shall be construed as enumerating both the objects and purposes of the Corporation; however, it is hereby expressly provided that the foregoing enumeration of specific objects and purposes shall not be held to limit or restrict in any manner the objects or purposes of the Corporation otherwise permitted by law.

ARTICLE IV CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at a par value of one cent (\$0.01) per share.

ARTICLE V INCORPORATOR

The name of the incorporator of the Corporation shall be Gonzalo M. Paternoster, who's address is 11522 Royal Palm Blvd., Coral Springs, Florida 33065.


Gonzalo M. Paternoster, Incorporator

ARTICLE VI ADDRESS AND REGISTERED AGENT

The initial street address of the registered office of the Corporation in the State of Florida shall be 11522 Royal Palm Blvd., Coral Springs, Florida 33065. The initial mailing address of the Corporation shall be 11522 Royal Palm Blvd., Coral Springs, Florida 33065. The name of the initial registered agent of the Corporation shall be Gonzalo M. Paternoster.

ARTICLE VII INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gonzalo M. Paternoster	11522 Royal Palm Blvd., Coral Springs, Florida 33065


**ARTICLE VIII
COMMENCEMENT**

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation with the Secretary of State for the State of Florida.

**ARTICLE IX
AMENDMENTS**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's Meeting by a majority of the Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of June, 1999.



Gonzalo M. Paternoster


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

FIRST -- THAT: LIAHONA VENTURES INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, as the City of Coral Springs, County of Broward, State of Florida, has named Gonzalo M. Paternoster, 11522 Royal Palm Blvd., Coral Springs, Florida 33065 as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Gonzalo M. Paternoster, Resident Agent