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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

ESFERA CORPORATION OF SOUTH Florida Corp.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 3, 2000

FAS-T

SUBJECT: ESFERA CORPORATION
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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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**ARTICLES OF INCORPORATION
OF
ESFERA OF SOUTH FLORIDA CORP.**

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract hereby associate themselves together to form a Corporation under the laws of the State of Florida.

SECTION 1.01 NAME: The name of this Corporation is: **ESFERA OF SOUTH FLORIDA CORP.**

SECTION 2.01 CAPITAL STOCK: The maximum number of shares of par value common, of non par common and of preferred stock, and of every kind, class or series of each, with their distinguishing characteristics and the par value of all shares having par value that this Corporation is authorized to have outstanding at any one time is: **500 SHARE COMMON STOCKS \$ 1.00 PAR VALUE EACH.**

SECTION 3.01 INITIAL CAPITAL: The amount of Capital with which this Corporation will begin business is: **FIVE HUNDRED DOLLARS.**

SECTION 4.01 TERM OF EXISTENCE: This Corporation is to exist perpetually.

SECTION 5.01 ADDRESS: The initial post office address of the principal office of this Corporation in the State of Florida is: **152 South East 1st Avenue Miami, Fl 33133**

The Board of Directors may, from time to time move the principal office to any other address in Florida

SECTION 6.01 DIRECTORS: This Corporation shall have **ONE** Director(s) initially. The number of Directors may be increased or diminished from time to time, by laws adopted by the Shareholders, but shall never be less than **ONE**.

SECTION 7.01 INITIAL DIRECTORS: The name and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
Walter Garofalo	152 South East 1 st Avenue Miami, Fl 33133

Jorge R. Ruiz, Accountant
3446 S.W. 8th Street Suite 203
Miami, Fl 33135

SECTION 8.01 SUSCRIBERS: The name and post office addresses of each suscriber to this articles of incorporation are:

NAME	ADDRESS
Walter Garofalo	152 South East 1 st Avenue Miami, Fl 33133

SECTION 9.00 NATURE OF BUSINESS.

SECTION 9.01 To engage in every aspect and phase of the business of any and all business which is not contrary to the laws of the United States of America and of the State of Florida.

SECTION 9.02 To manufacture, purchase, or otherwise adquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal in and with, goods, wares merchandise, real and personal property and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, railroad, canal, telegraph, telephone or cementery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

SECTION 9.03 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, and 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 indebttness as required.

To purchase the corporate assets 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 the 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 any other states of governments, and while owner of such stock to exercise all the rights, power and privileges of ownership, including the right to vote such stock.

SECTION 9.04 Resident Agent the Corporation in pursuance of charter 48.09 Florida Statutes has named: **Walter Garofalo 152 South East 1st Avenue Miami, Fl 33133** as its Agent to accept services of process within this State.

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SECTION 10.01 AMENDMENT: This 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 stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of this articles of incorporation be made.

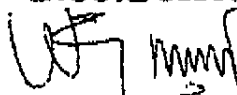
SECTION 11.00 REGISTERED OFFICE AND REGISTERED AGENT: The street address of its initial registered office and the name of its registered Agent is:

Walter Garofalo
152 South East 1st Avenue
Miami, FL 33133

I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said place by:

In witness whereof, we have hereunto set our hand and seal and acknowledge to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation.

INCORPORATOR



Walter Garofalo

INCORPORATOR

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