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MIAMI, FLORIDA 33145-2730

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MIAMI (305) 856-9600
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June 29, 2000

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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****122.50 *****78.75

RE: **NELLIE BARRIOS, INC.**

Dear Sir/Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

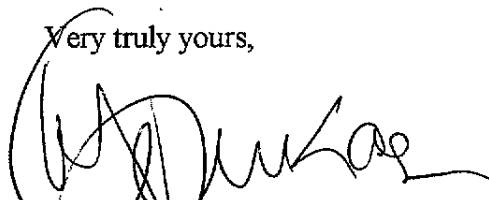
Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,


MaryAnne Lukacs
For the Firm

Enclosures

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**Articles of Incorporation
for**

NELLIE BARRIOS, INC.

The undersigned natural person, as Incorporator for the purpose of forming a Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**Article I
Name of Corporation**

The name of this corporation shall be **NELLIE BARRIOS, INC.**

**Article II
Purposes**

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of financial services, including insurance, and any activities or business permitted under the laws of the United States and Florida.

**Article III
Capital Stock**

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

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights.

**Article IV
Duration**

This corporation shall have perpetual existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V

Board of Directors

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the initial Directors of this corporation are:

Nelida Barrios
11 Island Avenue
Unit 1810
Miami Beach, Florida 33139

Article VI

Informal Shareholder Action

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

Article VII

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article VIII

Indemnification

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

Article IX

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a Corporation.

**Article X
Registered Agent**

The address of this corporation's initial registered office and the designated initial registered agent at said address is as follows:

**MaryAnne Lukacs, Esquire
1825 Coral Way
Miami, Florida 33145**

**Article XI
Incorporator**

The name and address of the Incorporator is as follows:

**Nelida Barrios
11 Island Avenue
Unit 1810
Miami Beach, Florida 33139**

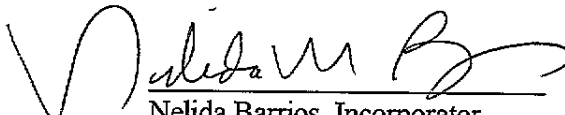
**Article XII
Corporate Address**

The mailing address of the corporation is as follows:

**7000 West 12 Avenue
#10
Hialeah, Florida 33014**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on June 29, 2002



Nelida Barrios, Incorporator

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that she is familiar with, and accepts the obligations provided for in Section 607.0505 Florida Statutes.



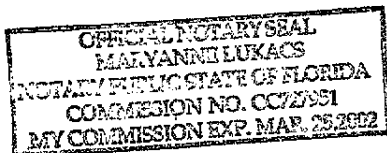
MaryAnne Lukacs, Esquire

STATE OF FLORIDA

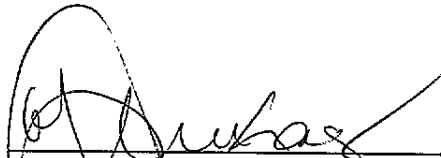
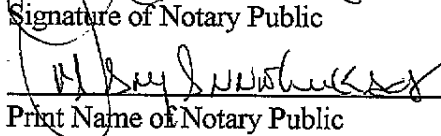
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COUNTY OF MIAMI DADE

The preceding or attached instrument was acknowledged before me on June 29, 2000
by NELIDA BARRIOS, of NELLIE BARRIOS, INC., Florida corporation, on behalf of the corporation.
She is personally known to me or has produced _____ as identification and
did take an oath.



Notary Seal and Commission Expiration Stamp.


Signature of Notary Public

Print Name of Notary Public