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JAIRO EMILIANI
ACCOUNTANT
[BUSINESS AND TAX SOLUTIONS]

TRANSMITTAL LETTER

JULY 10TH , 2000

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

100003325061--3
-07/17/00--01116--016
*****70.00 *****70.00

SUBJECT: NATIONS SERVICE GROUP CORP

Enclosed is an original and one (1) copy of the articles of incorporation of **NATIONS SERVICE GROUP CORP** , and a check for \$70.00 for the filing fees and registered agent.

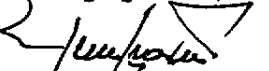
Please provide a duly registered copy of this articles after been filed to :

ALCIDES LUGO
18331 PINES BLVD
PEMBROKE PINES FL 33029-1413

Any comments on this filing please forward to:

JAIRO EMILIANI
8370 SW 65TH AVE , SUITE #2
MIAMI FL 33143
TEL(305) 662-7419
FAX(305) 667-7748

Truly yours,


Jairo Emiliani

FILED
00 JUL 17 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NATIONS SERVICE GROUP CORP**

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles of Incorporation, as defined in section 1244, subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I.- NAME

The name of this corporation is:

NATIONS SERVICE GROUP CORP

ARTICLE II.- NATURE OF CORPORATE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III.- TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV.- CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with \$1.00 par value.

ARTICLE V.- VOTING RIGHTS

a) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.

b) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VI.- PREEMPTIVE RIGHTS

Every stockholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **18331 PINES BLVD PEMBROKE PINES FL 33029-1413**
The initial registered agent of this corporation is **ALCIDES LUGO, with his address at 18331 PINES BLVD PEMBROKE PINES FL 33029-1413**

The board of directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VIII.- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director (s), initially. The number of Directors may be either increased or diminished, from time to time, by the By-Laws of this corporation, but shall never be less than One (1).

The name and address of the initial Director (s) of this corporation is:

NAME:ALCIDES LUGO, DIRECTOR

ADDRESS:18331 PINES BLVD PEMBROKE PINES FL 33029-1413

ARTICLE IX.- OFFICERS

The initial officers of this corporation will be:

NAME:ALCIDES LUGO, PRESIDENT

ADDRESS:18331 PINES BLVD PEMBROKE PINES FL 33029-1413

ARTICLE X.- AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; in the manner provided by law.

ARTICLE XI.- INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

NAME:ALCIDES LUGO

ADDRESS:18331 PINES BLVD PEMBROKE PINES FL 33029-1413

The name and address of the person signing these Articles of Incorporation is:

NAME:ALCIDES LUGO

ADDRESS:18331 PINES BLVD PEMBROKE PINES FL 33029-1413

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10TH day of the month of July, 2000.-

INCORPORATOR

A handwritten signature in dark ink, appearing to read 'Alcidés', with a stylized flourish extending from the end.

ALCIDES LUGO

CERTIFICATE OF REGISTERED AGENT DESIGNATION

ACKNOWLEDGEMENT

Having been named above as registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision(s) of said act relative to keeping open said office.

This certificate is executed this 10th day of the month of July, 2000.

REGISTERED AGENT



ALCIDES LUGO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED