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Attorneys at Law

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September 12, 2000

Sirs.
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida

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Ref: Filing a new corporation.

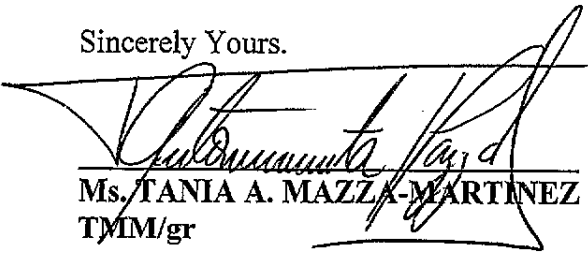
Dear Sirs:

Enclosed you will find an article of incorporation to be filed before the Department of State with the corresponding fee.

Please send it to our offices as soon as it is filed at:

MAZZA-MARTINEZ & ASSOC., P.A.
782 NW 42 AV. SUITE 638.
MIAMI, FLORIDA 33126.

Sincerely Yours.


Ms. TANIA A. MAZZA-MARTINEZ
TMM/gr

FILED
00 SEP 14 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is CED & CED INVESTMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 565 Oaks Lane. Building 66. Apt. 210. Pompano Beach, Florida 33069.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of US\$ 1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 782 NW 42 Av Suite 638. Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Ms. Tania A. Mazza-Martinez.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Officers to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Officers may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initials Officers are:

CHARLES D'ERIZANS

President

565 Oaks Lane Dr. Bldg. 66. Apt.
210. Pompano Beach, Florida 33069.

ILEANA D'ERIZANS

Director

565 Oaks Lane Dr. Bldg. 66. Apt.
210. Pompano Beach, Florida 333069 .

ARTICLE VII- INCORPORATOR

FILED
00 SEP 14 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 SEP 14 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the Incorporator signing these Articles is:

Ms. Tania A. Mazza-Martinez
MAZZA-MARTINEZ & ASSOC, P.A.
782 NW 42 Av. Suite 638.
Miami, Florida 33126

ARTICLE VIII- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX- INDEMNIFICATION

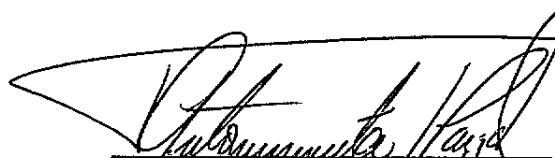
The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X- AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

In WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: September 12, 2000


Ms. Tania A. Mazza-Martinez

ACCEPTANCE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE.

The undersigned person, having been named as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in the Articles, hereby accept to act in this capacity. I further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and acknowledge that I am familiar with and accept the obligations of my position as Registered Agent.

By: 
Registered Agent.