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SIMA ACCOUNTING SERVICES, INC.

6110 CORAL WAY, MIAMI, FL. 33155

PHONE: (305) 663-5303

FAX (305) 663-2722

Oct. 19, 2000

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

FILED
OCT 23 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ref: CARDEGIL, INC.

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-10/23/00--01132--008
*****78.75 *****78.75

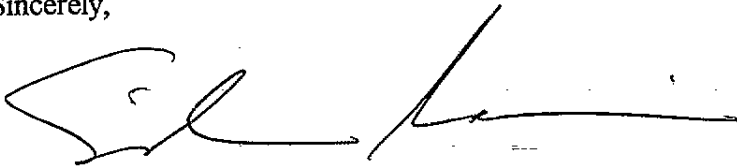
Dear Sirs:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation for filing by the Dept. of State. Also enclosed is a check for \$7875 as payment for the following:

Filing Fees & Certificate	\$78.75
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Please return a certified copy of the Articles of Incorporation to me as soon as it have been filed.

Sincerely,



Silvia M. Garcia
President - Sima Accounting Services, Inc.

10-24
KOC

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be: **CARDEGIL, INC.**

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ARTICLE II – Principal Office

The principal place of business and mailing address of this corporation shall be:

**20185 E. Country Club Drive, #501
Aventura, Fl. 33180**

ARTICLE III – Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred Shares (100), Common Stock, \$1.00 par value per share.

ARTICLE IV – Terms of Existence

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE V – Initial Registered Agent

The name and the street address of the initial registered agent is:

**Liliana M. Cardeno
20185 E. Country Club Drive, #501
Aventura, Fl. 33180**

ARTICLE VI – Incorporator(s)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is(are):

**Liliana M. Cardeno
20185 E. Country Club Drive, #501
Aventura, Fl. 33180**

ARTICLE VII – Directors/Officers

The name(s) and street address(es) of the directors/officers to these Articles of Incorporation is(are):

President & Secretary: Liliana M. Cardeno
20185 E. Country Club Drive, Apt. 501
Aventura, Fl. 33180

IN WITNESS WHEREOF, the undersigned incorporator has(ve) executed these Articles of Incorporation this 19th day of OCTOBER, 2000.

Liliana M. Cardeno
LILIANA M. CARDENO

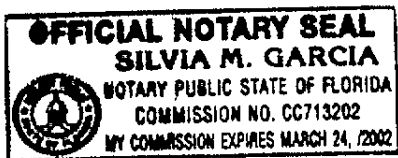
STATE OF FLORIDA }
 } SS.
COUNTY OF MIAMI DADE }

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared _____ known to me and known by me to be the Person(s) who executed the foregoing Articles of Incorporation, and he/she acknowledge before me that he/she executed those articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 19th day of OCTOBER 2000.

Silvia M. Garcia
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is CARDEGIL, INC.

2. The name and address of the registered agent and office is:

LILIANA M. CARDENO

(NAME)

20185 E. COUNTRY CLUB DRIVE, #501

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

AVENTURA, FLORIDA 33180

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Liliana M. Cardeno.

(SIGNATURE)

10/19/00

(DATE)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE