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MEMORANDUM

Date: November 2, 2000

To: Lazarus Corporate Industries

Attention: Carmen or Alejandra

From: Claudio Rivera, Esq.

RE: Filing of Articles of Incorporation for: Citi Builders, Inc.

Enclosed find the original Articles of Incorporation for the above referenced corporation along with two (2) copies for your records. A Certificate of Good Standing is to be returned along with the corporate Book and Seal. Following are the following checks:

- 1. To Lazarus in the amount of \$73.45 to file the articles and for the Corporate Book and Seal; and,
- 2. To Secretary of State in the amount of \$78.75 for the filing fees and Certificate of Good Standing.

If you have any questions or need any additional information, please do not hesitate to contact our office. Thank you for your prompt attention in this matter.

Sincerely,

Craucho Rivera, Esq.

Enclosures

CLAUDIO RIVERA

ATTORNEY AT LAW 1780 SOUTHWEST 21st STREET MIAMI, FLORIDA 33145

TELEPHONE (305) 858-6209 FACSIMILE (305) 858-5212

November 1, 20000

Secretary of State Division of Corporation Caller Service #1500 Tallahassee, Florida 32302-1500

RE: Filing of Articles of Incorporation for: CITI BUILDERS, INC.

Dear Sir or Madam:

The undersigned is the attorney for the above referenced Corporation.

Enclosed herein please find check covering the following fee:

- Filing Articles of Incorporation	\$ 35.00
- Designation of Registered Agent	\$ 35.00
- Certificate of Good Standing	\$ 8.75
TOTAL:	\$ 78.75

Upon filing the Articles of Incorporation, please return the Certificate of Good Standing along with a copy of the Articles stamped "FILED" to the undersigned at your earliest possible convenience.

If you have any questions or need any additional information, please do not hesitate to contact our office. Thank you for your prompt attention in this matter.

Very truly yours,

Enclosure

ARTICLES OF INCORPORATION

OF

Citi Builders, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Citi Builders, Inc.

ARTICLE II PRINCIPAL OFFICE

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

6388 Jack Rabbit Lane Miami Lakes, Florida 33014

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of One (\$1.00) Dollar par value each.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JOSE M. NIEBLAS 6388 Jack Rabbit Lane Miami Lakes, Florida 33014

ARTICLE V INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

JOSE M. NIEBLAS 6388 Jack Rabbit Lane Miami Lakes, Florida 33014

ARTICLE VI INITIAL OFFICERS

The names and street addresses of the initial officers of this corporation are:

JOSE M. NIEBLAS -=- PRESIDENT 6388 Jack Rabbit Lane Miami Lakes, Florida 33014

KATERINE NIEBLAS -=- VICE PRESIDENT/SECRETARY 6388 Jack Rabbit Lane Miami Lakes, Florida 33014

ARTICLE VII INCORPORATOR

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

JOSE M. NIEBLAS 6388 Jack Rabbit Lane Miami Lakes, Florida 33014

ARTICLE VIII EFFECTIVE DATE

The effective date of these Articles and the date that corporate existence shall begin is November 1, 2000.

The undersigned has executed these Articles of Incorporation this ______day of November, 2000.

JOSE M. NIEBLAS, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of 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:

Citi Builders, Inc.

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

JOSE M. NIEBLAS 6388 Jack Rabbit Lane Miami Lakes, Florida 33014

Signature

JOSE M. NIEBLAS, PRÉSIDENT

Date: November 1, 2000.

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 STATUES 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.

Signature

OSE M. NIEBLAS

Date: November 1, 2000