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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TOXI-FREE INTERNATIONAL RESOURCES, INC.

(Corporation Name)

(Document #)

2. INC.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
00 NOV -8 PM 12:58
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Examiner's Initials

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:

TOXI-FREE INTERNATIONAL RESOURCES, INC.

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ARTICLE II - PRINCIPAL OFFICE

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

401 MIRACLE MILE, SUITE 107
CORAL GABLES, FL 33134

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any or all-lawful business activity for which a corporation is permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The number of shares of capital stock, which this corporation shall be authorized to issue, is one hundred (100) shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollars (\$1.00) per share.

**PREPARED BY:
JN ACCOUNTING AND TAX SERVICE, INC.
401 MIRACLE MILE, SUITE 107
CORAL GABLES, FL 33134**

ARTICLE V - DURATION

The Corporation shall have perpetual existence, provided that all of the requirements of the law are met.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MIGUEL A. MACIA
401 MIRACLE MILE, SUITE 107
CORAL GABLES, FL 33134

ARTICLE VII - INCORPORATOR(S)

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

MIGUEL A. MACIA	401 MIRACLE MILE, SUITE 107 CORAL GABLES, FL 33134
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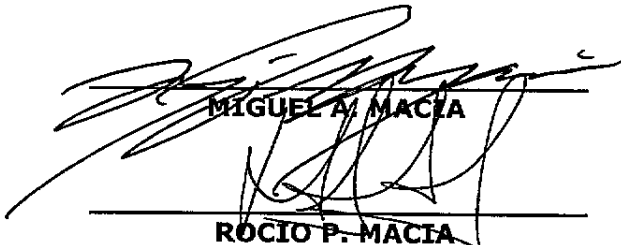
ROCIO P. MACIA	401 MIRACLE MILE, SUITE 107 CORAL GABLES, FL 33134
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ARTICLE VIII - DIRECTOR(S)


The name(s) of the director(s) to these Articles of Incorporation is(are):

MIGUEL A. MACIA, PRESIDENT
ROCIO P. MACIA, VICE-PRESIDENT/TREASURER

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 3rd day of NOVEMBER, 2000.



MIGUEL A. MACIA



ROCIO P. MACIA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

TOXI-FREE INTERNATIONAL RESOURCES, INC.

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

MIGUEL A. MACIA

(NAME)

401 MIRACLE MILE, SUITE #107

(P.O. BOX NOT ACCEPTABLE)

CORAL GABLES, FL 33134

(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.

SIGNATURE

DATE

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TALLAHASSEE FLORIDA