SE ON LAZARUS CORPORATE FILING SERVICE 3320 S.W. 87 AVENUE (Address) MIAMI, FLORIDA (305)552-5973 (City, State, Zip) TERESA ROMAN (TALLAHASSEE REPRESENTATIVE) OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Document #) (Corporation Name) Pick up time 2.00 Certified Copy Walk in Certificate of Status Mail out | Will wait Photocopy AMENDMENTS NEW FILINGS Amendment Profit Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Merger Other REGISTRATION/ OTHER FILNGS QUALIFICATION Annual Report Foreign **Fictitious Name** Limited Partnership Name Reservation Reinstatement Trademark Other Examiner's Initials

CERTIFICATE OF INCORPORATION

of

"CASI NUEVO INC." (ALMOST NEW INC).

We, the undersigned, hereby associated ourselves together for the purpose of decoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation, rights, privileges, immunities of incorporation for profit.

ARTICLE I; The name of the corporation shall be:

CASI NUEVO, INC. (ALMOST NEW INC.)

ARTICLE II: The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is -100- shares of common stock, which shares shall be of TEN DOLLARS value each. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV: The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V: The amount of capital with which this corporation may begin doing business shall be not less than ONE THOUSAND DOLLARS.

ARTICLE VI: . The existence of the corporation is perpetual.

<u>ARTICLE VII:</u> . The initial post office address of the principal office of the corporation in the State of Florida is:

6352 S.W. 8 STREET Miami, Fl. 33144.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Register Agent is: Robert De La Torre.

ARTICLE VIII: The business of the corporation shall be managed by a Board of Directors consisting of one director. A Quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

On-Q Business Consultants, Inc. Enrique J. Venta, E. A., 13764 S.W. 11 St. Miami, Fl. 33184 (305) 553-6566 SECRETARY OF THE TALLAHASSEE FLO

ARTICLE IX: The name and post office address of the members of first Board of Directors and the slate of Corporate Officers are as follows:

NAME

TTTTT

ADDRESS

Robert De La Torre

President/Secretary

6352 S.W. 8 street,

& Treasury

Miami, Fl. 33144.

<u>ARTICLE X:</u> The names and post office addresses of the subscribers of the Articles of Incorporation, and number of shares that they agree to take are:

NAME

ADDRESS

NUMBER OS SHARES

Robert De La Torre

6352 S.W. 8 street Miami, Fl.33144 100

ARTICLE X The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this of January, year 2001.

Robert De La Torre

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: CASI NUEVO, INC. (ALMOST NEW INC.) DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 6352 S.W. 8 STREET Miami, F1. 33144 HAS NAMED ROBERT DE LA TORRE AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.)

Robert De la Torre-President

On Miami, at 22 th day of January year 2001.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY AGREE TO ACT IN THIS CAPACITY, AND L-FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER

AND COMPLETE PERFORMANCE OF MY DUTIES

Robert De La Torre

On Miami at the 22 th day of January year 2001.