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

1. Metropolles Group, Corp.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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

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Examiner's Initials PH

2/27/01

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
METROPOLES GROUP, CORP.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **Metropoles Group, Corp.**

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to carry on in any capacity and business or trade deemed legal in the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$ 500.00.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

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ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at

6303 Blue Lagoon Drive, Suite 375
Miami, FL 33126

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

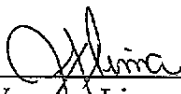
That, Metropoles Group, Corp., preparing to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation, County of Miami-Dade, has named:

Vanessa Lima
6303 Blue Lagoon Drive, Suite 375
Miami, FL 33126

its agent to accept service of process within this state.

ARTICLE VIII - ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Vanessa Lima
Registered Agent

The corporation shall have (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.

ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Vanessa Lima: President/ Treasurer/Vice-president/Secretary/Director

6303 Blue Lagoon Drive, Suite 375, Miami, FL 33126

ARTICLE X - INCORPORATION

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

Vanessa Lima
6303 Blue Lagoon Drive, Suite 375
Miami, FL 33126

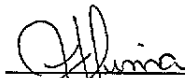
ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XII-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed this foregoing, Articles of Incorporation under the laws of the State of Florida, this 26th day of February AD 2001.


Vanessa Lima

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