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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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FLORIDA PROFIT CORPORATION OR P.A.

CHEERS HOLDING COMPANY, INC.

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**ARTICLES OF INCORPORATION
OF
CHEERS HOLDING COMPANY, INC.**

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

CHEERS HOLDING COMPANY, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF THE BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

**CHEERS HOLDING COMPANY, INC.
7300 SW 161 PLACE
MIAMI, FL 33193**

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS: 100,000 SHARES OF THE COMMON STOCK, PAR VALUE \$1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY

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ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICER AND DIRECTOR, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PD: ILEANA M.A. VAZQUEZ
7300 SW 161 PLACE
MIAMI, FL 33193

VP: ROBERTO ARGUELLES
7300 SW 161 PLACE
MIAMI, FL 33193

ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESSES OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION.

ILEANA M.A. VAZQUEZ
7300 SW 161 PLACE
MIAMI, FL 33193

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS APRIL 03, 2001

SIGNATURE OF INCORPORATOR


ILEANA M.A. VAZQUEZ

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

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

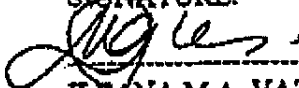
1. THE NAME OF THE CORPORATION IS:

CHEERS HOLDING COMPANY, INC.

**2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE
IS:**

**ILEANA M.A. VAZQUEZ
7300 SW 161 PLACE
MIAMI, FL 33193**

SIGNATURE:



ILEANA M.A. VAZQUEZ

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE
DESIGNATED PLACE IN THE CERTIFICATE, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AND AGREED 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:



ILEANA M.A. VAZQUEZ

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