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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. CONSPER INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

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Certificate of Status

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<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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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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Examiner's Initials

CERTIFICATE OF INCORPORATION

OF

CONSEL INC.

ARTICLE I

NAME AND ADDRESS

The name and principal address of this corporation shall be:

**CONSEL INC.
220 SW 80TH AVE
MIAMI, FL. 33144**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the

Corporation is as follows:

To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal and real property of every class description whatsoever.

To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitable dealt with in connection with any or the said businesses.

To guarantee, acquire by purchase, subscription or otherwise hold for investment or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences indebtedness created by any other corporation or corporations of the state of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities, or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty or any other manner whatsoever so far as the same may be permitted in the case of corporations whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or any other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

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To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which this corporation may have an interest as a stockholder or otherwise.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for property acquired, or for any of the objects of the business of the corporation; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all the property rights, privileges or franchises of the corporation, wheresoever situate, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of directors; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article IV hereof .

To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote, and handle shares of stock in other corporations.

To have one or more offices, conduct its business and promote the object within and without the state of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and , in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purpose and objects as set forth in these Articles of Incorporation or any amendment hereof.

Further, and not by way of limitation, the corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

The foregoing paragraphs shall be constructed and enumerated both as objects and powers of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE IV

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than five hundred dollars (\$ 500.00), or such greater amount as may be required by law.

ARTICLE V

NUMBER OF DIRECTORS

This corporation shall initially have two directors, but the number of directors may increased or decrease from time to time, provided that the Corporation shall at all times have a minimum of one director.

ARTICLE VI

ORIGINAL DIRECTORS

The name and address of the original directors of the corporation shall be:

**GUSTAVO C. PELEGRI
220 SW 80TH AVE
MIAMI, FL. 33144**

**ALBERTO PELEGRI
2531 SW 102 AVE
MIAMI, FL. 33165**

ARTICLE VII

CAPITAL STOCK

This corporation is authorized to issued one hundred (100) shares of common stock, with a PAR VALUE of five dollars (\$ 5.00).

ARTICLE VIII

AMENDMENT

This Certificate of incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE IX

REGISTER AGENT

The register agent and the register office of this corporation shall be:

**GUSTAVO C. PELEGRI
220 SW 80TH AVE
MIAMI, FL. 33144**

ARTICLE X

ACKNOWLEDGMENT OF REGISTER AGENT

Having been named to accept services 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.

Signed this 25th day of April 2001.



Register Agent

IN WITNESS WHEREOF, We, being the original subscribers and incorporators of this corporation and for the purpose of forming a corporation, do make and file this Articles of Incorporation with the Secretary of State of The State of Florida, and accordingly, set my hand and seal, this 25th day of April, A. D. 2001.



.....
GUSTAVO C. PELEGRI



.....
ALBERTO PELEGRI

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