

P1000048274

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

800004217418--7

-05/15/01--01083--006

*****78.75 *****78.75

OFFICE USE ONLY

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

1. **COFRESI GROUP, CORP.**

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

DIVISION OF CORPORATION

01 MAY 15 AM 11:00

RECEIVED

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 MAY 15 AM 11:58

FILED

Examiner's Initials

ARTICLES OF INCORPORATION

COFRESI GROUP, CORP.

ARTICLE I

The name of this corporation shall be:
COFRESI GROUP, CORP.

With the principal address:
P.O. Box 547231
Surfside, FL 33154-7231

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01 MAY 15 AM 11:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue 1.000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V
INITIAL REGISTERED OFFICE**

The street address of the registered office of this Corporation is:
6767 Collins Ave. # 303
Miami Beach, FL 33141

The Name of the initial REGISTERED AGENT of this Corporation is:
LUCIENE BRIZOLLA

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This Corporation shall have 2(two) Directors initially, the number of Directors may be either increased or diminished from time to time according to the by laws, but shall never be less than one (1). The initial Directors of this Corporation are:

President - **EDUARDO COFRESI**

Vice - President - **LUCIENE BRIZOLLA**

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing this article is:

EDUARDO COFRESI
6767 Collins Ave. # 303
Miami Beach, FL 33141

LUCIENE BRIZOLLA
6767 Collins Ave. # 303
Miami Beach, FL 33141

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

**ARTICLE IX
MANAGEMENT OF CORPORATION**

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the President and the shareholders of this Corporation.

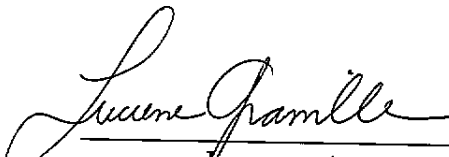
**ARTICLE X
BY LAWS**

The power to adapt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESSES WHEREOF, The undersigned incorporators has executed these Articles of Incorporation this 9th day of May 2001.



Incorporator



Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESS:

THAT COFRESI GROUP, CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY
OF MIAMI-DADE, STATE OF FLORIDA HAS APPOINTED:

LUCIENE BRIZOLLA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
COFRESI GROUP, CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE
CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO
COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 9TH DAY OF MAY, 2001


Registered Agent

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED.

LUCIENE BRIZOLLA

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND SHE ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED IT.

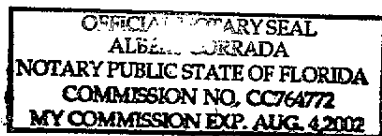
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED
MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 9TH DAY OF MAY 2001



NOTARY



FILED
01 MAY 15 AM 11:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA