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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

BAKER, PASTORI & ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

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JUL 06 2001

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ARTICLES OF INCORPORATION

FOR

BAKER, PASTORI & ASSOCIATES, INC.

The undersigned, acting as incorporator(s) of a Corporation pursuant to Chapter 621 Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I- NAME

The name of the Corporation shall be:

BAKER, PASTORI & ASSOCIATES, INC.

ARTICLE II- PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

1762 Coral Way
Miami, Florida 33145

ARTICLE III- CORPORATE DURATION

The duration of the Corporation is to be perpetual.

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This Instrument prepared by:
EDUARDO CANTERA, ESQ.
1762 Coral Way
Miami, Florida 33145
FBN: # 154990
TEL: (305) 442-4343
FAX: (305) 285-2884

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.. ARTICLE IV - PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida.

ARTICLE-V CAPITALIZATION

The aggregate number of shares which the Corporation is authorized to issue is 100 Shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI- DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be two (2):

Franklin J. Bauzay	President/Director
Vicente Collazo	Vice President/Director
Flor Collazo	Secretary/Director

ARTICLE VII- INCORPORATORS

The name and address of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Franklin J. Bauzay	1735 S.W. 90 Avenue Miami, Florida 33165
Vicente Collazo	218 s.w. 10 Avenue Miami, Florida 33130
Flor Collazo	1799 N.W. 19 Street Miami, Florida 33125

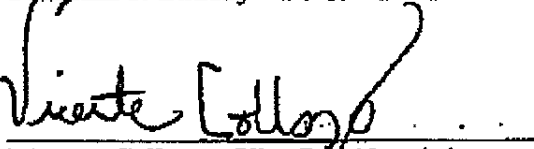
ARTICLE VIII- INDEMNIFICATION

This Corporation shall indemnify and may insure it's Officers and Directors to the fullest extent permitted by Law.

The Undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 5th day of July 2001.

Signature of the Incorporators


Franklin J. Bauzay - President/Director


Vicente Collazo - Vice President/Director


Flor Collazo - Secretary/Director

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

Pursuant to the provisions of sections 621, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the followings statement in designating the registered office/ registered agent, in the State of Florida.

1.The name of the corporation is:

BAKER, PASTORI & ASSOCIATES, INC.

2.The name and address of the registered agent and office is:

**EDUARDO CANTERA, ESQUIRE
1762 Coral Way
Miami, Florida 33145**

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**HAVING BEEN NAMED AS REGISTERED AGENT AND
ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE 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
POSITIONS AS REGISTERED AGENT.**

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Signature

Date

07-05-01