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FLORIDA PROFIT CORPORATION OR P.A.

DINAS SOUTH, INC.

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ARTICLES OF INCORPORATION
of
Dinas South, Inc.

EFFECTIVE DATE
07-12-01

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1. NAME

The name of the corporation is: Dinas South, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds,

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shall have the right to purchase his/her/their pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. THE PRINCIPAL PLACE OF BUSINESS

The business address of the corporation is:

7370 N.W. 36th Street, Ste. 335H
Miami, Florida 33166

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially who shall serve until their successor(s), if any, are selected at the shareholders' annual meeting. If and when so permanently constituted, the number of directors of the this corporation may be increased or decreased from time to time in the by-laws but shall never be less than two. The name and address of the initial Directors of this corporation are:

Julio Barberi
7370 NW 36th Street, #335H
Miami, Florida 33166

Luis E. Velasquez
1 Brewster Gate N.
N. Massapequa, NY 11758

Jaime Mejia
7370 NW 36th Street, #335H
Miami, Florida 33166

Ruben Velasquez
1 Brewster Gate N.
N. Massapequa, NY 11758

ARTICLE VIII INITIAL OFFICERS

The name and address of the initial officers of this corporation is:

President:	Julio Barberi 7370 NW 36 th Street, #335H Miami, Florida 33166
Vice President:	Luis E. Velasquez 1 Brewster Gate N. N. Massapequa, NY 11758
Secretary:	Jaime Mejia 7370 NW 36 th Street, #335H Miami, Florida 33166
Treasurer:	Ruben Velasquez 1 Brewster Gate N. N. Massapequa, NY 11758

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

Julio Barberi
[President of Barberi Int'l]
7370 NW 36th Street, #335H
Miami, Florida 33166

Luis E. Velasquez
[President of Dinas Distribution]
1 Brewster Gate N.
N. Massapequa, NY 11758

ARTICLE X. INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

Julio Barberi
7370 NW 36th Street, #335H
Miami, Florida 33166

ARTICLE XI. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

ARTICLE XIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of the shareholders. Additionally, the business affairs of this corporation shall be managed under the direction of the shareholders, and in compliance with that certain agreement between Barberi International, Inc. and Dinas Distribution Corp.

ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

ARTICLE XV. INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE XVI. AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of July, 2000.



JULIO BARBERI
Incorporator

LUIS E. VELASQUEZ
Incorporator

H 01000082264**ACCEPTANCE OF REGISTERED AGENT**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted in compliance with said Act:

That Dinas South, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, Dade County, Florida, has named

Julio Barberi
7370 NW 36th Street, #335H
Miami, Florida 33166

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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 provision of said Act relative to keeping open said office.



JULIO BARBERI
REGISTERED AGENT

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