

C&D PROFESSIONAL SERVICES

11011 S.W. 69TH DRIVE

MIAMI, FL 33173

P010000082583

(305) 279-7003

FAX: (305) 279-8414

August 16, 2001

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

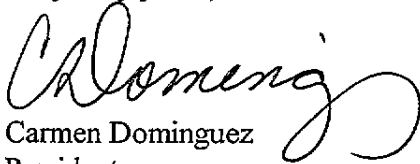
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Attached please find our check in the amount of \$78.75 for the Articles of Incorporation of Genoah Designs, Inc.

Please forward the filed copy to the above address.

Very truly yours,



Carmen Dominguez
President

FILED
01 AUG 20 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

GENOAH DESIGNS, INC.

The undersigned hereby agrees to organize a corporation in accordance with Chapter 607, Florida Statutes (the "Florida General Corporation Act") as follows:

FILED
01 AUG 20 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation: GENOAH DESIGNS, INC.

ARTICLE II. CORPORATE EXISTENCE

The existence of the corporation shall be perpetual commencing upon the filing of these Articles of Incorporation unless dissolved according to law.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business is to engage in any activity, business or enterprise permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issued and have outstanding at any one time is ONE HUNDRED (100) shares of common stock, One (\$1.00) Dollar par value.

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of these stocks.

ARTICLE V. INITIAL OFFICE

The initial address of the principal office of the Corporation shall be 8307 SW 137 AVENUE, MIAMI, FL 33183

ARTICLE VI. DIRECTORS

The number of director constituting the initial board of directors shall be TWO (2). The number of directors may increase or decreased as provided by the Bylaws of the Corporation.

The names and addresses of the persons who shall serve as the initial directors are:

President	JORGE NOA
Secretary	PEDRO A. BALMASEDA

ARTICLE VII. INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

PEDRO A. BALMASEDA
8307 SW 137 AVENUE
MIAMI. FL 33183

VIII. REGISTER AGENT

The name and address of the initial Register Agent of the Corporation is:

PEDRO A. BALMASEDA
8307 SW 137 AVENUE
MIAMI. FL 33183

The Board of Directors may, from time to time, move the Registered Office of the Corporation to any other address in the State of Florida.

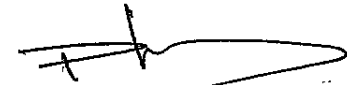
ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) of any or all the shares previously issued, and/or any new issue of stocks for cash of this corporation at the price which it is offered to others.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director or director pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, The incorporator has signed these Articles of Incorporation this 16TH day of August, 2001



PEDRO A. BALMASEDA, Incorporator

STATE OF FLORIDA)

) ss:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16th day of August, 2001 BY PEDRO A. BALMASEDA, He has identified himself to me with a valid Florida Drivers license, and did take an oath.

WITNESS MY HAND and official seal, this 16th day of August, 2001


Notary

C. Dominguez
Commission # CC 965401
Expires Oct. 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

RESIDENT AGENT ACCEPTANCE

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said Corporation.


PEDRO A. BALMASEDA