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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
Fax Number : (305) 633-9696

FLORIDA PROFTT CORPORATION OR P.A.

CARL & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CARL AND ASSOCIATES, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing the formation, liability, rights privileges, and immunities of corporation (Chapter 607, F.S.)

ARTICLE I

The name of this corporation shall be:

CARL AND ASSOCIATES, INC.

ARTICLE II

This corporation shall commence existence upon the date filing with the Division of Corporations, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

3955 N. FEDERAL HWY
POMPANO BEACH, FL 33064

ARTICLE IV

The corporation shall carry on any and all of the things permitted by law governing corporations as full and to the same extent as natural persons might or could do within or without the continental limits of the United States.

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To purchase, lease or otherwise acquire, own, hold, sell, mortgage, charge or otherwise dispose of, invest, trade and deal in and with real and personal property of every kind and description.

To do each and everything necessary, suitable or proper thing for the accomplishment of any of the above purposes.

ARTICLE V

The number of shares which this corporation shall have authority to issue is ONE HUNDRED SHARES at \$10.00 per value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and the street address of the initial Registered Agent of this corporation shall be:

DAVID IVERSON
3955 N FEDERAL HWY
POMPANO BEACH, FL 33064

ARTICLE VII

The initial board of Directors shall consist of a total of two (2) persons and the name and addresses of the persons who are to serve as initial directors are:

CARLOS ARIAS

CARMEN MARIA BERMUDEZ


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ARTICLE VIII

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

DAVID IVERSON
3955 N FEDERAL HWY
POMPANO BEACH, FL 33064

The undersigned has executed these Articles of Incorporation this 27th day of August, 2001.


INCORPORATOR

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

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 POSITION AS REGISTERED AGENT.


REGISTERED AGENT

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