

OFFICE USE ONLY (DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. GROUP OF MARKETING & FINANCE, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name)

(Document #)

300004634343-  
-10/12/01-01006-016

3. \_\_\_\_\_  
(Corporation Name)

(Document #)

\*\*\*\*\*78.75 \*\*\*\*\*78.75

4. \_\_\_\_\_  
(Corporation Name)

(Document #)

Walk in

Pick up time

2.00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

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

Examiner's Initials 10/12 10/12/01

FILED  
01 OCT 12 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF  
GROUP OF MARKETING & FINANCES, INC.

I (We) the undersigned, do to hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

\*\*\*\*\*ARTICLE ONE\*\*\*\*\*

THE NAME OF THE CORPORATION SHALL BE  
GROUP OF MARKETING & FINANCES, INC.

\*\*\*\*\*ARTICLE TWO\*\*\*\*\*

The corporation may engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida

\*\*\*\*\*ARTICLE THREE\*\*\*\*\*

The maximum number of shares of stock which the corporation shall have outstanding at any time. Shall be Five Hundred (500) of stocks which shall be common stock

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true value thereof

\*\*\*\*\*ARTICLE FOUR\*\*\*\*\*

This corporation shall begin business with a minimum capital of the amount of Five Hundred (500) Dollars,

\*\*\*\*\*+ARTICLE FIVE\*\*\*\*\*

This corporation shall have perpetual existence.

----3----

\*\*\*\*\*ARTICLE SIX\*\*\*\*\*

The principal office of the corporation shall be located at:

GROUP OF MARKETING & FINANCES, INC.  
6262 S.W. 40TH STREET= Suite 2i  
Miami, Florida 33155

Other office for the transaction of business may be located wherever the Directors may deem necessary or expedient.

\*\*\*\*\*ARTICLE SEVEN\*\*\*\*\*

The business of the corporation shall be managed by a board of Directors, who need not be stockholders of the corporation

The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting subject to the manner of holding such meeting prescribed by-Laws

\*\*\*\*\*ARTICLE EIGHT\*\*\*\*\*

The name and post office addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows

OFFICERS	NAME	ADDRESS
President & Secretary	Juan L. Ramos	6262 SW 40 ST. STE 2i
V.P. & Treasurer	Thomas Esquijarosa	2200 S. Dixie HWY Miami Florida 33133

-----8-----

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

Juan L. Ramos

desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at:

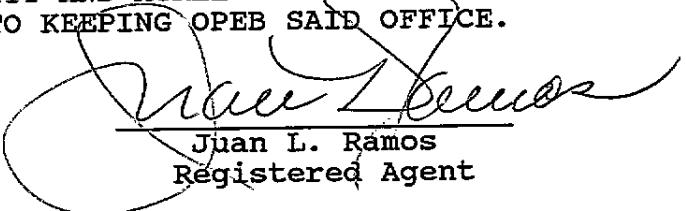
STATE OF FLORIDA AS NAME AS:ABC

Group of Marketing & Finances, Inc.  
6262 S.W. 40TH Street - Suite 2i  
Miami, Florida 33155

COUNTY OF DADE AT ITS AGENT TO ACCEPT SERVICES OF PROCESS THIS STATE

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATE CORPORATION, AT 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.

  
Juan L. Ramos  
Registered Agent

----5----

\*\*\*\*\*ARTICLE NINE\*\*\*\*\*

The name and post office addresses of each of the subscribers to this Certificate of Incorporation and the number of shares of stock which subscriber agree to take, are as follows:

*Juan L. Ramos*  
SUBSCRIBERS  
Juan L. Ramos  
(500 Shares)

\*\*\*\*\*ARTICLE TEN\*\*\*\*\*

THIS CORPORATION SHALL HAVE FULL POWER TO CARRY ON AND TRANSACT EACH OF ALL OF THE BUSINESSES ENUMERATED IN ARTICLE TWO OF THE CERTIFICATE, AND SHALL HAVE ALL THE GENERAL AND ADDITIONAL POWERS NOW AND HEREAFTER CONFERRED UPON BY LAW.

\*\*\*\*\*ARTICLE ELEVEN\*\*\*\*\*

THIS CORPORATION SHALL HAVE THE POWER TO ISSUED THE WHOLE OR ANY PART DETERMINED BY THE BOARD OF DIRECTORS. OF THE SHARES OF THE CAPITAL STOCKS AS PARTLY PAID, SUBJECT TO CALLS THEREON UNTIL THE WHOLE THEREOF SHALL BEEN PAID.

\*\*\*\*\*ARTICLE TWELVE\*\*\*\*\*

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law on this certificate otherwise any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors.

All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof

----7----

\*\*\*\*\*ARTICLE THIRTEEN\*\*\*\*\*

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

.Having been named as Registered Agent and to accept service of  
.process for the above stated corporation at 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 related to  
.the proper and complete performance of my duties, and I am  
.familiar with and accept the obligations of my position as  
.Registered Agent

.The corporation does hereby designate the following address  
.as its principal office:

Group of Marketing & Finances, Inc.  
6262 SW 40 Street , Suite 2i  
Miami, Florida 33155

FILED  
01 OCT 12 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA