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MARK EVANS KASS

OF COUNSEL

WARREN S. WEPMAN

VIA FEDERAL EXPRESS

December 21, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ATTN: Charter Section

300004741483--1
-12/27/01--01053--006
*****122.50 *****78.75

Re: Urbietta Stations Group, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with this office's check for \$122.50 for filing fees.

Please file the Articles with the State of Florida and return a conformed copy to this office.

Thank you for your cooperation in this matter.

Sincerely

MARK EVANS KASS

FILED
01 DEC 27 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gy 12/31

ARTICLES OF INCORPORATION
OF
URBIETA STATIONS GROUP, INC.

ARTICLE I- NAME

The name of this Corporation is: URBIETA STATIONS GROUP , INC.

ARTICLE II-DURATION

This Corporation shall have perpetual existence.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of one dollar par value common stock.

ARTICLE V- PREEMPTIVE 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 already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is:

1497 N.W. 7th Street, Miami, FL 33125 and the name of the initial registered agent and resident agent of this corporation is :

MARK EVANS KASS, ESQUIRE
1497 NW 7th Street
Miami, FL 33125

ARTICLE VII- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is:

9701 NW 89th Avenue, Medley, FL 33178

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this Corporation are: Ignacio Urbieta, 9701 NW 89th Avenue, Medley, FL 33178 and Guillermo Urbieta, 9701 NW 89th Avenue, Medley, FL 33178.

ARTICLES IX- INCORPORATOR

The names and addresses of the persons signing the Articles as Incorporators and Subscribers are: Ignacio Urbieta, 9701 NW 89th Avenue, Medley, FL 33178

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation on this 24 day of December, 2001.

X 
IGNACIO URBIETA

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and
county set forth above, personally appeared Ignacio Urbieta, who produced _____
_____ as identification or who is personally known to me and known to me to
be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the state and county aforesaid on this 24 day of December, 2001.

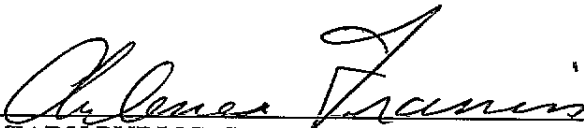

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



Jorge Yara
Commission # DD037023
Expires August 7, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal in the
State and County aforesaid on this 24 day of December, 2001.



NOTARY PUBLIC, State of Florida at Large

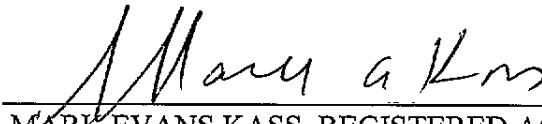
My commission Expires:



SIMULTANEOUS ACCEPTANCE OF APPOINTMENT AS REGISTERED

AGENT OF URBIETA STATIONS GROUP, INC.

The undersigned, Mark Evans Kass, pursuant to Florida Statutes Section 607.034 (3) hereby accepts the appointment as registered agent of Urbieta Stations Group, Inc. and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.325.


MARK EVANS KASS, REGISTERED AGENT

STATE OF FLORIDA)

SS)

COUNTY OF DADE)

FILED
01 DEC 27 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state of Florida and County set forth above, personally appeared Mark Evans Kass, who produced _____ as identification or who is personally known to me and known to me to be the person who executed the foregoing Simultaneous Acceptance of Appointment as Registered Agent of Urbieta Stations Group, Inc.