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C & S International Group, Inc.

CONFIDENCE & SECURITY * CONFIANZA Y SEGURIDAD
ACCOUNTING - INCOMETAX - NOTARY PUBLIC

Miami, April 4, 2002

Florida Department of State
Division of Corporations
P. O. Box 1300
Tallahassee, FL 32302-1300

RECEIVED
DIVISION OF CORPORATIONS
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REF.-ANDRES LUPIANO, INC.

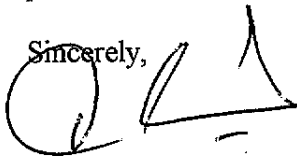
Gentleman:

Enclose please find the Articles of Incorporation for a new Profit Corporation, with our check # 1216 on the amount of \$78.75, to cover the Filing Fee; Registered Designation and Certify Copy.

After this application has been process, please return it to our office.

Thank you in advance for your consideration, and if you need any more information please do not hesitate to contact our office.

Sincerely,



Carlos Macedo
President

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MC

ARTICLES OF INCORPORATION
Of

ANDRES LUPIANO, INC.

The undersigned person(s), acting as incorporator(s) of a profit corporation organized under the laws of the State of Florida, and in compliance with Chapter 607 and/or Chapter 621, F.S. hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is ANDRES LUPIANO, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

17962 SW 29 Lane
Miramar, FL 33029

ARTICLE III
SHARES

The total number of shares, which the corporation shall have authority to issue, is 100 shares of \$1.00 per value common stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Carlos Macedo
C & S International Group, Inc.
9745 Miller Drive, Miami -Dade County
Miami, FL. 33165

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ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state and in the United States of America.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Andres Lupiano
President, Treasurer
17962 SW 29 Lane
Miramar, FL 33029

Esther M. Vitale
Secretary
17962 SW 29 Lane
Miramar, FL 33029

Claudio Gabriel Lupiano
Executive Vice-President
17962 SW 29 Lane
Miramar FL 33029

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

SUBSCRIBERS

NAME	ADDRESS	SHARES
Andres Lupiano President, Treasurer	17962 SW 29 Lane Miramar, FL. 33029	100 %

LIMITATION ON CORPORATE STOCK

1-No shareholder can enter a voting trust agreement or any other type of agreement by vesting another person with the authority to exercise the voting power of any or all of his/her stock.

2. -If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he will sever all employment with and financial interest in the corporation.

3. -No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

INDEMNIFICATION

The corporation will indemnify any officer or director, to the full extent allowed by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

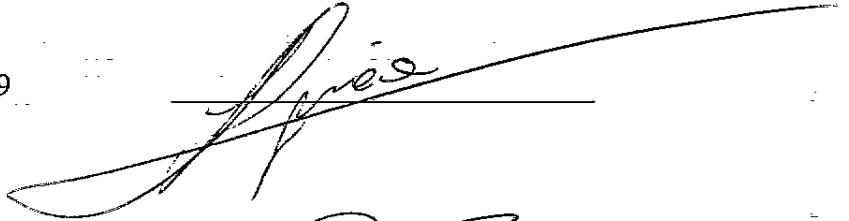
Corporate Seal. The corporation shall have corporate seal.

Execution of Written Instruments. The President or any Vice-President and the Secretary or Treasurer shall execute all instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate. All other instruments executed by the corporation, including a release of mortgage or the President or Vice-President may execute lien. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

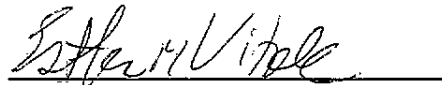
Andres Lupiano
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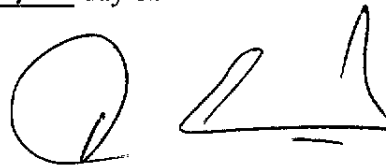


State of Florida, County of Miami-Dade, ss:

Subscribed and sworn to (or affirmed) before me this 4th day of APRIL 2002



Carlos Macedo
Commission # CG 894731
Expires Dec. 12, 2003
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public

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

In a pursuance to the provisions of sections 607.0501 or 617.0501, Florida Statutes

1. -The undersigned corporation, ANDRES LUPIANO, INC., desiring to organized under the laws of the State of Florida, with its principal office located at, 17962 SW 29 Lane, Miramar, Broward County, State of Florida, 33029, as indicated in the Articles of Incorporation.

2. -Has named Mr. Carlos Macedo, located at 9745 Miller Drive, City of Miami, County of Miami-Dade, State of Florida, 33165, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent and to accept service of process for the above state Corporation, at the place designated in this Certificate, I hereby accept the appoint 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.

Date: 4/04/02



Carlos Macedo

FILED
CLERK OF STATE
DEPT. OF CORPORATIONS
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