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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : RUIZ & CO., INC.

Account Number : 110116001462

Phone : (305) 828-1277

Fax Number : (305) 828-6855

FLORIDA PROFIT CORPORATION OR P.A.**Di Fede Finance Group Corp.**

Certificate of Status	0
Certified Copy	0
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Di Fede Finance Group Corp.**

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Di Fede Finance Group Corp.
The principal place of business of this corporation shall be:
16171 SW 23rd Street
Miramar, Florida 33027

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (1000)
ONE THOUSAND @ \$.10 par value per share.

ARTICLE IV TERM OF EXISTANCE

This corporation is to exist perpetually. This Document Prepared by:

This Document prepares by:
Ruiz & Company, P.A.
1665 West 68th Street, Ste # 206
Hialeah, Florida 33014
(305) 828-1277

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TALLAHASSEE, FLORIDA

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold officer the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Giuseppe Di Fede
16171 SW 23rd Street
Miramar, Florida 33027

ARTICLE VI AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.

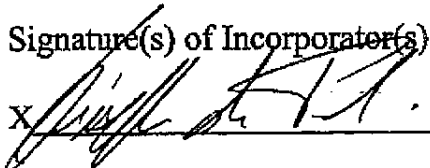
ARTICLE VII INCORPORATOR (S)

The name(s) and street address (es) of the Incorporator(s) to this articles of incorporation is (are):

Giuseppe Di Fede
16171 SW 23rd Street
Miramar, Florida 33027

IN WITNESS WHEREOF, the undersigned Incorporator (s) has (have) executed these Articles of Incorporation this 18th day of April 2002.

Signature(s) of Incorporator(s)

x  _____

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

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Di Fede Finance Group Corp.
2. The name and address of office for registered agent is:
Giuseppe Di Fede
16171 SW 23rd Street
Miramar, Florida 33027

SIGNATURE: X 

TITLE: Officer

DATE: April 18, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: X 

DATE: April 18, 2002

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