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Division of Corporations

Page 1 of 2

Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : BUSINESS WORLD TRANSACTIONS, INC.
Account Number : 104512000707
Phone : (305) 266-4080
Fax Number : (305) 261-6224

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

HEAVENLY GROUNDS, INC.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I

NAME

The name of the corporation shall be: HEAVENLY GROUNDS, INC.

ARTICLE II

PRINCIPAL OFFICE

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

2530 S.W. 17 ST.
MIAMI, FL. 33145

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated ~~COMMON~~ COMMON SHARES.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

PATRICIA YAMBO
2530 S.W. 17 ST.
MIAMI, FL. 33145

Prepared By: PATRICIA YAMBO
2530 S.W. 17 ST.
MIAMI, FL. 33145
305 8606473

Elect Sent By: BUSINESS WORLD TRANSACTIONS, INC.
7171 CORAL WAY SUITE 205 MIAMI, FL. 33155
PH # 305 266-4080

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**ARTICLE V
INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are)

PATRICIA YAMBO
2530 S.W. 17 ST.
MIAMI, FL. 33145

DIRECTOR & PRESIDENT

ROBERTO YAMBO
2530 S.W. 17 ST.
MIAMI, FL. 33145

DIRECTOR & VICE PRESIDENT
& SECRETARY

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

5 day of 8, 2002

Patricia Yambo
Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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: HEAVENLY GROUNDS, INC.

2. The name and address of the registered agent and office is:

PATRICIA YAMBO
2530 S.W. 17 ST.
MIAMI, FL. 33145

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Having been named as registered agent and to accept service of process for the above stated corporation at the 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 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.

Patricia M. Yambo.
(SIGNATURE)

8-9-02.
(DATE)

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