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EXPRESS CORPORATE FILING SERVICE INC.

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1000 PONCE DE LEON BLVD. STE: 101

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CORAL GABLES, FL 33134 305-444-4994

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

- 1. JANCELL, INC. (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #) 300007428973--4
-08/30/02--01001--003
- 3. _____ (Corporation Name) (Document #) *****78.75 *****78.75
- 4. _____ (Corporation Name) (Document #)

- Walk in Pick up time 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

FILED
2002 AUG 29 PM 1:08
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
02 AUG 29 PM 2:22
CLERK OF SUPERIOR COURT

Examiner's Initials

18
8/30/02

FILED

CERTIFICATE OF INCORPORATION AUG 29 PM 1:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

JANCELL, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights privileges immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

JANCELL, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00)

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

*The initial post office address of the principal office of the corporation in the State of Florida is **888 BRICKELL KEY DRIVE-ONE TEQUESTA POINT #811-MIAMI, FL 33131** The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is: **888 BRICKELL KEY DRIVE-ONE TEQUESTA POINT #811-MIAMI, FL 33131** registered agent at the address is: **CARLOS RODRIGUEZ***

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than one or more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

CARLOS RODRIGUEZ
PRESIDENT

888 BRICKELL KEY DRIVE
ONE TEQUESTA POINT #811
MIAMI, FL 33131

ARTICLE X

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE SERVICE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, WE THE INCORPORATORS HEREUNTO SET OUR HANDS AND SEALS, THIS AUGUST 26, 2002.



CARLOS RODRIGUEZ
888 BICKELL KEY DRIVE
ONE TEQUESTA POINT #811
MIAMI, FL 33131

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

*Pursuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida. The name of the corporation is **JANCELL, INC.** Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Miami, State of Florida has named: **CARLOS RODRIGUEZ** located at **888 BRICKELL KEY DRIVE-ONE TEQUESTA POINT #811-MIAMI, FL 33131** agent to accept process in State of Florida County of Dade.*

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 statues 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.


CARLOS RODRIGUEZ
REGISTERED AGENT

2002 AUG 29 PM 1:08
CLERK OF THE STATE
TALLAHASSEE FLORIDA

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