

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

JACCAR HOLDING GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
JACCAR HOLDING GROUP, INC.

ARTICLE I - NAME

The name of this corporation is:

JACCAR HOLDING GROUP, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE(S)

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the States of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue is FIVE HUNDRED SHARES (500) at
1.00 DOLLAR Par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect Prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation is:

18565 SW 104 AVENUE
MIAMI, FL, 33157

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent of this corporation is:

JACQUES D-CHARLES

and the street address of the initial registered agent is:

801 SW 26 ROAD
MIAMI, FL, 33126

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (1).

ARTICLE IX - INCORPORATORS

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is (are) :

<u>NAME</u>	<u>ADDRESS</u>
JACQUES D-CHARLES, President, and Secretary	801 SW 26 ROAD MIAMI, FL, 33129
50 % SHARES	
CARLOTA CHUMY, Vice-president and Treasurer	801 SW 26 ROAD MIAMI, FL, 33129
50 % SHARES	

ARTICLE X - BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By -laws adopted by the Board of Director may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

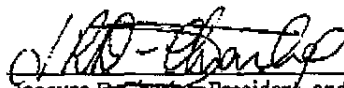
ARTICLE XII - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation 13 days of November, 2002



Jacques D. Charles, President, and Secretary



Carlota Chumy, Vice-president and Treasurer

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CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First----- That JACCAR HOLDING GROUP, INC.
desiring to organize under the laws of the State of Florida with its principal office,
as indicated in the articles of Incorporation at City of Miami, County of Dade,
State of Florida has named JACQUES D-CHARLES
located at 801 SW 26 ROAD, MIAMI, FLORIDA
County of DADE, State of Florida, as its agent to accept services
of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate. I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to keeping open said office.


JACQUES D-CHARLES, President.