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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.**

**NORTHSIDE INVESTMENTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
Northside Investments, Inc.

ARTICLE I - NAME

The name of this Corporation is Northside Investments, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date  
these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all  
lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares,  
which said shares shall be designated as

"Common Shares"

Graciela Spallina (50%)  
Carlos Fernandez (50%)

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office  
of the Corporation is 1503 SW 37<sup>th</sup> Avenue, Miami, Florida 33045.  
The name of the initial Registered Agent of this Corporation is,  
Graciela Spallina.

Prepared by:  
Doris E. Cardelle  
10264 SW 127<sup>th</sup> Court  
Miami, FL 33186  
PH: (305) 385-2469

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) initial directors.

The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the Board of Directors of this Corporation is

Graciela Spallina  
145 SE 25 Road #801  
Miami, FL 33129

Carlos Fernandez  
145 SE 25 Road #801  
Miami, FL 33129

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is

Graciela Spallina  
145 SE 25 Road #801  
Miami, Florida 33129

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

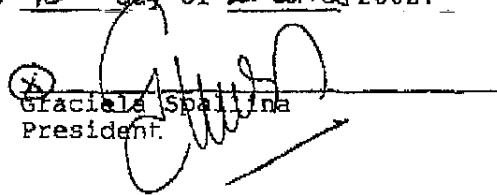
ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

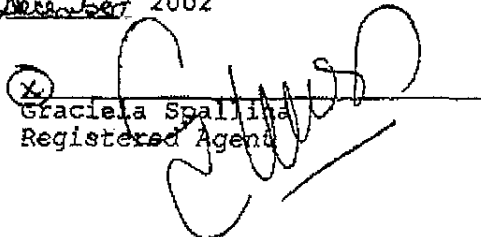
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12<sup>th</sup> day of December 2002.

  
Graciela Spallina  
President

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand this 12<sup>th</sup> day of December 2002

  
Graciela Spallina  
Registered Agent

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