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EXPRESS

305-444-4977

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Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

ESMERALD GROUP, INC.

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

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ARTICLES OF INCORPORATION
OF

ESMERALD GROUP, INC.

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE I

THE NAME of the Corporation shall be:

ESMERALD GROUP, INC.

ARTICLE II

THE CORPORATION may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

THE MAXIMUM number of shares of stock which the Corporation shall have outstanding at any time, shall be **FIVE HUNDRED (500)** shares of stock which shall be common stock of a par value of **ONE DOLLAR (\$ 1.00)** per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE IV

THIS CORPORATION shall begin business with a minimum capital in the amount of **FIVE HUNDRED DOLLARS (\$500.00)**.

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ARTICLE V

THIS CORPORATION shall have perpetual existence.

ARTICLE VI

THE PRINCIPAL office of the Corporation shall be located at:

**8215 NW 64 STREET
SUITE 6
MIAMI FLORIDA 33166**

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE VII

The Board of Directors, who need not be stockholders of the corporation, shall manage THE BUSINESS of the Corporation. The number of the Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by- laws.

ARTICLE VIII

THE NAMES and mailing addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

**JAIME S. SUAREZ
HECTOR MONJE**

**16048 S.W. 102 LN MIAMI FLORIDA 33196
2301 COLLINS AVENUE APT A-520 MIAMI BEACH FL 33139**

OFFICERS

**JAIME S. SUAREZ - PRESIDENT/DIRECTOR -Number of shares 50 %
HECTOR MONJE - SECRETARY/DIRECTOR -Number of shares 50 %**

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ARTICLE IX

THE NAMES and mailing addresses of each of the incorporators to this Certificate of Incorporation are as follows:

JAIME S. SUAREZ
HECTOR MONJE

16048 S.W. 102 LN MIAMI FLORIDA 33196
2301 COLLINS AVENUE APT A-520 MIAMI BEACH FL 33139

ARTICLE X

THIS CORPORATION shall have full power to carry on and transact each or all of the business enumerated in Article II of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE XI

THIS CORPORATION shall have the power to issue the whole or any part, as determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE XII

UPON ELECTION of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law, whether said stock shall be fully or partially paid, unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

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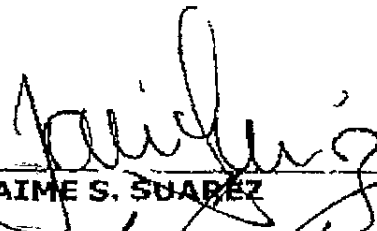
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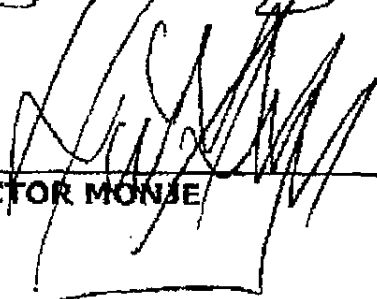
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ARTICLE XIII

THE CORPORATION shall designate **JAIME S. SUAREZ** with offices located at **8215 NW 64 STREET, SUITE 6 MIAMI FLORIDA 33166** as Registered Agent to be in charge of the Corporate Registered Office as required by State Law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this **April 3, 2003**


JAIME S. SUAREZ


HECTOR MONJE

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CERTIFICATE 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 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **ESMERALD GROUP, INC.** principal office, as indicated in the Articles of Incorporation, in the City of **MIAMI**, County of **DADE**, State of Florida has named:

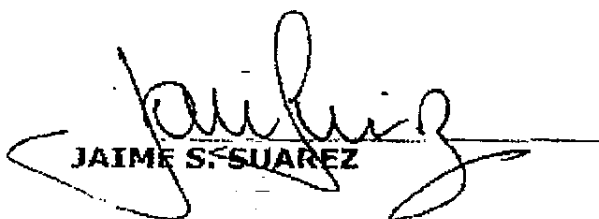
JAIME S. SUAREZ

as its Agent to accept service of process within this State.

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ACKNOWLEDGEMENT:

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.


JAIME S. SUAREZ