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STATE
TALLAHASSEE, FLORIDA

(SAMPLE LETTER OF TRANSMITTAL)

DATE 06/10/03

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: HEAVEN BAY Co., Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

YANTONI ZEITOUNE
(Individual's Name)

HEAVEN BAY Co.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
8254 SOUTH RIVER DR.		
MEDLEY, FL 33166		
PHONE		
(305)	244-4767	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

HEAVEN BAY CO.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

HEAVEN BAY CO.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, par value \$ 1 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS <u>0</u>		
<u>8254 SOUTH RIVER DR.</u>		
CITY <u>MEDLEY</u>	FLORIDA <u>FL</u>	ZIP <u>33166</u>
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>YANTONI ZEITOUNE</u>		
ADDRESS <u>21394 MARINA COVE CIRCLE UNIT-H-15</u>		
CITY <u>MEDLEY</u>	FLORIDA	ZIP <u>33180</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME	VICTOR SALOMAO SAYEG		
ADDRESS	17980 NE 31 ST CT #1224		
CITY	AVENTURA	STATE	FL ZIP 33160
NAME	VITOR JOSE SAYEG		
ADDRESS	17980 NE 31ST CT #1224		
CITY	AVENTURA, FL	STATE	FL ZIP 33160
NAME	YANTONI ZEITOUNE		
ADDRESS	21394 MARINA COVE CIRCLE #H-15		
CITY	AVENTURA	STATE	FL ZIP 33180

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	YANTONI ZEITOUNE		
ADDRESS	21394 MARINA COVE CIRCLE UNIT- H-15		
CITY	AVENTURA,	STATE	FL ZIP 33180
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 10th day of JUNE, 2003.

Yantoni Zeitone (Signature)

(Signature)

(Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HEAVEN BAY CO.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

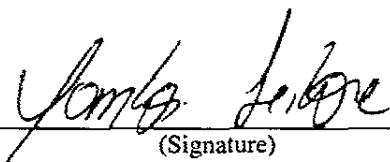
at 8254 N.W. SOUTH RIVER DR

MEDLEY, FL 33166

has named VANTONI ZEITOUNE

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.


(Signature)

06/10/03
(Date)