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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0361

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
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FLORIDA PROFIT CORPORATION OR P.A.

CELI CORP.

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ARTICLES OF INCORPORATION
OF
CELI CORP.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is CELI CORP. The street address for the corporation is 6039 Collins Avenue, #607, Miami Beach, Florida 33140.

ARTICLE II CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing; provided that if such day not be authorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided by Florida Statutes, Chapter 807, Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Five Thousand (5,000) shares of common stock, all of which are to have a par value of One Dollars (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is Roger J. Schindler. The street address of the initial principal office for the initial registered agent is 2650 Biscayne Boulevard, Miami, Florida, 33137.

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ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of:

1. Manuel L. Ruiz
6039 Collins Avenue, #807, Miami Beach, FL 33140
2. Celina Ruiz
6039 Collins Avenue, #807, Miami Beach, FL 33140

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Roger J. Schindler, 2650 Biscayne Boulevard, Miami, Florida 33137, and the name and address of the person signing these Articles of Incorporation as Registered Agent is Roger J. Schindler, 2650 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5 day of Sept, 2003.



Roger J. Schindler
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office, registered agent, in the State of Florida.

1. The name of the corporation is **CELI CORP.**
2. The name and address of the registered agent and office is:

Roger J. Schindler
2650 Biscayne Boulevard
Miami, Florida 33137

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.



Roger J. Schindler
Registered Agent

Date: 9/9/03

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