

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Y A C, INC.

Certificate of Status	0
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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
Y A C & ASSOCIATES, INC.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **Y A C & ASSOCIATES, INC.**
The address of the principal office and the mailing address of this corporation shall be:
**7542 SW 157 Pl
Miami, FL 33193**
And the mailing address of the corporation shall be the same.

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the Corporation shall be to do and transact any and all business as permitted under the laws of the State of Florida and the United States of America. Without limiting any of the purposes, powers and objects of this Corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereinafter may be authorized by law.

ARTICLE III

The initial number of shares of stock that this corporation is authorized to have is 100 shares of common stock and 100 shares of preferred stock, having no par value per share.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 9010 SW 137 Ave, #245Miami, FL 33186, and the name of the initial registered agent of the corporation at that address is Herbert Fabio.

ARTICLE V

This corporation is to exist perpetually

ARTICLE VI

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors initially. The names and addresses of the initial members of the Board of Directors are:

NAME:	ADDRESS
Yamil Canaan President/Treasurer	7542 SW 157 PL Miami, FL 33193
Sofia Canaan Vice President/Secretary	7542 SW 157 PL Miami, FL 33193

The number of directors may be increased from time to time by an amendment to the bylaws. All directors shall be selected as provided by the by-laws.

ARTICLE VII

The Corporation shall indemnify any officer or director or any former officer or director to the full extent of the law.

ARTICLE VIII

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all directors and all stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE IX

The shareholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposal sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and detail hereof, shall be determined by the shareholders of this Corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE X

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein above states, this corporation shall have all and singular the following powers:

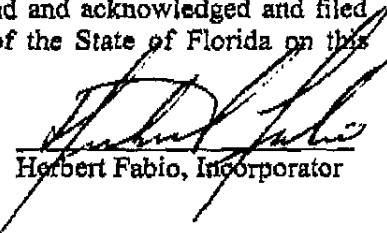
- (a) This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.
- (b) This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned, and held by any such shareholders as should desire to sell, transfer, or otherwise dispose of this corporation setting for the terms and conditions of such purchase; provided however, the capital of this corporation is not impaired.
- (c) This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholders who die, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and condition of such purchase, provided, however, the capital of this corporation is not impaired.

ARTICLE XI

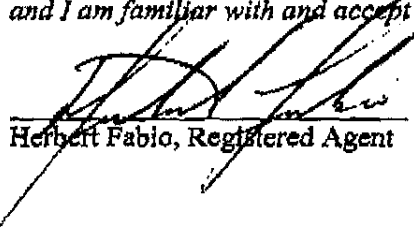
The name and address of the incorporator is as follows:

HERBERT FABIO
9010 SW 137 Avenue
Suite 245
Miami, FL 33186

IN WITNESS WHEREOF, I have hereunto set my hand and acknowledged and filed the foregoing Article of Incorporation under the laws of the State of Florida on this 16 day of September, 2003.


Herbert Fabio, Incorporator

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 to act in this capacity. I further agree to comply with the provision of 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


Herbert Fabio, Registered Agent

9/16/03
Date

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TALLAHASSEE, FLORIDA