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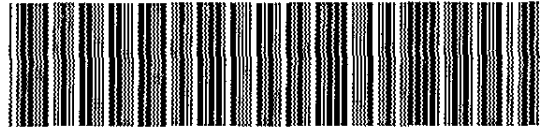
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LAZARUS CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MARCIAL VALDEZ & ASSOC. INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

DOCUMENT PREPARED BY:
The Law Offices of Pierce E. Rivera & Associates.
782 N.W. Le Jeune Rd. Suite 550. Miami, FL 33126.

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ARTICLES OF INCORPORATION

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic foreign corporation, partnerships, limited partnerships or association, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I- NAME

The name under which this corporation will conduct its business and be known and recognized is:

Marcial Valdez & Assoc, Inc.

ARTICLE II- NATURE OF BUSINESS

The general nature of business to be transacted by this corporation will be any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III- CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: 100 shares.

Stock may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV- TERM OF EXISTENCE

This Corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V- ADDRESS

The initial place of business address of this corporation in the State of Florida is:

Marcial Valdez & Assoc, Inc.

1519 15th Ln.

Greenacres, FL 33463-4359

The registered office address for this corporation in the State of Florida will be:

1519 15th Ln.

Greenacres, FL 33463-4359

Its registered agent: Francis Fernandez.

The Board of Directors may from time-to-time move the principal office to any other address in Florida.

ARTICLE VI- SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum, consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend, or repeal corporate by-laws or they may vest such responsibilities on the board of Directors.

The 100 % of the common total stocks has been issued to Anel A. Marcial.

ARTICLE VII- DIRECTORS

This corporation shall have (5) director initially. The number of directors may be increased or decreased from time to time in such manner as prescribed by the By-laws, but shall never be less than [five] (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a directors or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled to nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall disclose or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the board at which action upon any such contract or transaction shall be

taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of the corporation which shall authorize any such contract or transaction, and may vote there at to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII- INITIAL DIRECTORS

The names and post office address of the members of the first Board of Directors are:

Anel A. Marcial [**President & General Manager**]

1519 15th Ln.
Greenacres, FL 33463-4359

Francis Fernandez [**Vice-president**]

1519 15th Ln.
Greenacres, FL 33463-4359

Lourdes Fernandez [**Treasurer**]

1519 15th Ln.
Greenacres, FL 33463-4359

Gloria E. Valdez [**Secretary**]

1519 15th Ln.
Greenacres, FL 33463-4359

Jorge Hernandez [**Vocal**]

1519 15th Ln.
Greenacres, FL 33463-4359

ARTICLE IX- SUBSCRIBERS

The name and post office address of each subscriber of these Articles is:

Francis Fernandez [**Vice-president & Registered Agent**]

1519 15th Ln.
Greenacres, FL 33463-4359

ARTICLE X- AMENDMENT

These Articles may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holder of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties of these Articles of Incorporation, has hereunto set their hand and seals this November, 2003.

STATE OF FLORIDA
COUNTY OF

Sworn to and subscribed before me on this // day of November, 2003 by Francis

Fernandez [Vice-president & Registered Agent]



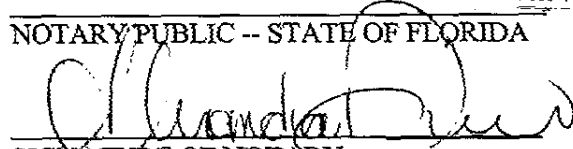
X.
Francis Fernandez

[Vice-president & Registered Agent]



Alexandra Rivera
Commission # DD096269
Expires Feb. 28, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

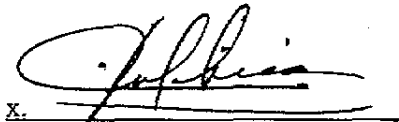
NOTARY PUBLIC -- STATE OF FLORIDA



SIGNATURE OF NOTARY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO SERVICE PROCESS
MAY BE SERVED.

Having been named as registered agent and to accept service of process for the above
stated corporation as the place designated in this certificate, 1519 15th Ln. Greenacres, FL
33463-4359, hereby accepts the appointment as registered agent and agrees 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.


X. _____
Francis Fernandez.

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