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Juan Berrones
1308 Hitakee Avenue
Sebring, FL 33870

(Address)

(Address)

(City/State/Zip/Phone #)

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12-3-03
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**ARTICLES OF INCORPORATION
OF
JUAN BERRONES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is Juan Berrones, Inc.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are to engage in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV

Shares

NUMBER: The aggregate number of shares that the Corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$1.00 per share.

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

DIVIDENDS: The holder(s) of the outstanding Capital Stock shall be entitled to receive, when as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of Capital Stock of the Corporation.

CLASSES OF STOCK: The shares of the Corporation are not to be divided into classes.

SERIES: The Corporation is not authorized to issue shares in series.

ARTICLE V

Initial Registered Office and Agent

The initial registered agent is:

The initial registered office is:

Juan Berrones
1308 Hitakee Avenue
Sebring, Florida 33870
863/385-6401

ARTICLE VI

Board of Directors

The Board of Directors shall always consist of at least one person. The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholder(s), or until their successors have been selected and qualified are as follows:

Juan Berrones	1308 Hitakee Avenue	Sebring, Florida 33870
Juan Berrones, II	1308 Hitakee Avenue	Sebring, Florida 33870

ARTICLE VII

Initial Incorporator

The name and street address of this Incorporator of this Corporation shall be: Juan Berrones, 1308 Hitakee Avenue, Sebring, Florida 33870.

ARTICLE VIII

Shareholder Action

Three-fourth's (3/4th's) of the Stockholder(s) of the Corporation shall be required for any shareholder action.

ARTICLE IX

Power to Adopt, Amend, Alter, Change or Repeal Articles

The Shareholder(s) shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved by a Stockholder's Meeting, with not less than a three-fourth's (3/4th's) vote of the common stock.

ARTICLE X

Pre-emptive Rights to Purchase Shares

The holder(s) of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholder(s), such as the share of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder of all common stock currently authorized.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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, and names and addresses of the Officers.

1. The name of the Corporation is: Juan Berrones, Inc.
2. The corporation's principal office and mailing address is: 1308 Hitakee Avenue, Sebring, Florida 33870
3. The name and address of the Registered Agent and office is: Juan Berrones

NAME

1308 Hitakee Avenue, Sebring, Florida 33870

ADDRESS (POB is not acceptable)

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: Juan Berrones

Date: 11-12-03

OFFICERS

TITLE

SPECIFIC ADDRESSES

Juan Berrones
Juan Berrones, II

President
Secretary/
Treasurer

1308 Hitakee Avenue, Sebring, Florida 33870
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