

FROM : UNITED ACCOUNTING SERVICES, INC FAX NO. : 305 278 2273

Feb. 05 2004 01:16PM P5

Division of Corporations

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From:

Account Name : UNITED ACCOUNTING SERVICES, INC.  
Account Number : I20000000080  
Phone : (305) 256-8197  
Fax Number : (305) 256-6914

**FLORIDA PROFIT CORPORATION OR P.A.**

**J & A Home Solutions, Inc.**

Certificate of Status	0
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FROM : UNITED ACCOUNTING SERVICES, INC FAX NO. : 305 278 2273

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**ARTICLES OF INCORPORATION  
OF  
J & A HOME SOLUTIONS, INC.**

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

**ARTICLE I - NAME**

The name of this corporation shall be:

**J & A Home Solutions, Inc.**

**ARTICLE II - PURPOSE**

This corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III- DURATION**

The existence of this corporation shall be perpetual.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated " Common Shares".

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director 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.

The name and address of the Director of the corporation is:

Juan Carlos Guerrero  
Group Europe, Inc  
1160 Kane Concourse  
Suite 302  
Bay Harbor Islands, FL 33154

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#### ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

Group Europe, Inc  
1160 Kane Concourse  
Suite 302  
Bay Harbor Islands, FL 33154

#### ARTICLE VII - INITIAL REGISTER OFFICE AND AGENT

The street address of the initial registered agent and office of this corporation is:

Juan Carlos Guerrero  
1160 Kane Concourse  
Suite 302  
Bay Harbor Islands, FL 33154

#### CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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,

First that J & A Home Solutions, Inc. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation has named Juan Carlos Guerrero located at Bay Harbor Islands County of Dade State of FLORIDA, as its 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

  
Juan Carlos Guerrero  
President of Group Europe, Inc.  
Registered Agent

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#### ARTICLE VIII - INCORPORATION

The name and address of the persons signing these Articles are:

Juan Carlos Guerrero  
for Group Europe, Inc.  
1160 Kane Concourse  
Suite 302  
Bay Harbor Islands, FL 33154

#### ARTICLE IX - BY - LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X - POWERS

The corporation shall have all of the corporate power enumerated in the Florida General Corporation Act.

#### ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any office or director, or any former officer or directors, to the full extent permitted by law.

#### ARTICLE XII - AMENDMENT

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

The undersigned subscriber has executed these Articles of Incorporation this  
\_\_\_\_\_ day of \_\_\_\_\_.

  
\_\_\_\_\_  
Juan Carlos Guerrero  
for Group Europe Inc.

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