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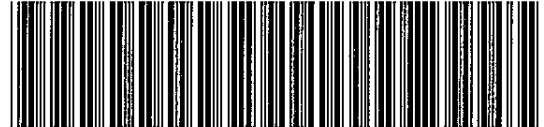
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**LAZARUS CORPORATE FILING SERVICE**

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

1. FERNANDOS GROUP, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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**NEW FILINGS**

<input checked="" type="checkbox"/>	Profit
<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

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**ARTICLES OF INCORPORATION**

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**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FERNANDOS GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of Florida Statutes.

**ARTICLE I - NAME**

The name of the Corporation is **FERNANDOS GROUP, INC.**,  
(hereinafter, "Corporation")

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

4851 NW. 79<sup>th</sup> AVENUE  
SUITE # 11  
MIAMI, FLORIDA 33166

**ARTICLE III - PURPOSE OF CORPORATION**

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

3.1 This Corporation is organized with the purpose to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

3.2 To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, country, state territory or government.

3.3 To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have and all powers above set forth as fully as natural person, whether a principals, agents trustees or otherwise.

3.4 To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owners of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.

3.5 To purchase, hold, sell and transfer the shares of its own capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital; and provide further that shares of its own capitol stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.

3.6 To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives of the Corporation whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation and to do any things herein before set forth the same extend as natural person might or could do.

#### **ARTICLE IV - CORPORATE CAPITALIZATION**

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock.

4.2 No holder of shares of stock of any class shall have any preemptive right to describe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.3 The Board of Director(s) of the Corporation may authorize the issuance

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from time to time of shares of its stock of any class. Whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting power, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE V - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.1 The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

5.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take action, or make any transfer or other disposition of the shares of stock in the Corporation. Which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE VI - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE VII - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the address of the registered office of this Corporation are as follow:

**ADOLFO E. IGLESIAS**  
13501 SW. 128th STREET  
Suite # 208  
MIAMI, FLORIDA 33186

## **ARTICLE IX - INCORPORATORS**

The name and street address of the incorporators of this Corporation are:

## **ARTICLE X - OFFICERS**

The directors and officers of the Corporation shall be:

### **Directors.**

**FERNANDO ROJAS**  
4851 NW. 79<sup>TH</sup> AVENUE  
SUITE # 11  
MIAMI, FLORIDA 33166

**FERNANDO MOIO**  
4851 NW. 79<sup>TH</sup> AVENUE  
SUITE # 11  
MIAMI, FLORIDA 33166

### **Officers:**

President: **FERNANDO ROJAS**  
(Owner of 50% of all shares outstanding)  
4851 NW. 79<sup>TH</sup> AVENUE  
SUITE # 11  
MIAMI, FLORIDA 33166

Vice-President: **FERNANDO MOIO**  
(Owner of 50% of all shares outstanding)  
4851 NW. 79<sup>TH</sup> AVENUE  
SUITE # 11  
MIAMI, FLORIDA 33166

Secretary: **FERNANDO ROJAS**  
4851 NW. 79<sup>TH</sup> AVENUE  
SUITE # 11  
MIAMI, FLORIDA 33166

#### **ARTICLE XI - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE XII - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE XIII - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or thereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or may

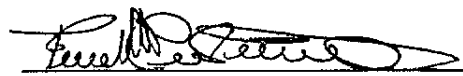
amendment hereto are granted subject to this reservation.

**ARTICLE XIV - SIGNATURES AND DATE**



Signature

FERNANDO ROJAS  
INCORPORATOR/PRESIDENT/SECRETARY



Signature

FERNANDO MOIO  
INCORPORATOR/VICE-PRESIDENT



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

**FILED**

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PURSUANT TO THE PROVISIONS OF SECTION 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.

1. The name of the corporation is: FERNANDOS GROUP, INC.  
(must include suffix)

2. The name and address of the registered agent and office is:

ADOLFO E. IGLESIAS

(Name)

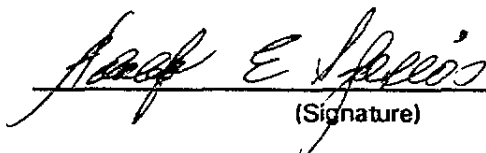
13501 SW. 128th STREET, Suite # 208

(Street address - P. O. Box or Mail Drop Box NOT acceptable)

MIAMI, FLORIDA 33186

(City/State/Zip)

*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)

09.01.04  
(Date)