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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
OCTOPOOLS, CORP

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ARTICLES OF INCORPORATION

2005 FEB -7 A 8:19

OF :

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCTOPOOLS, CORP

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act. Hereby adopt(s) the following Article of Incorporation.

ARTICLE I NAMES

The name of the Corporation shall be : OCTOPOOLS, CORP
The principal place of business of this corporation shall be : 4754 S.W. 163RD PLY
MIAMI FL 33185.

ARTICLE II NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the law of the United State, the State of Florida, or any State, Country or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of Shares of stock and its per value that this corporation to have outstanding at any one time is : 500 Shares \$ 1.00 per share.

ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V OFFICER(S) DIRECTOR(S)

The name and street address(es) of the initial Officer(s) and Director(s), if any, who shall hold Office the first year of the corporation's existence or until their successor(s) is (are) elected is (are) :

ANDRES ANZOLA (P)

4754 S.W. 163RD PLY MIAMI FL 33185

ARTICLE VI INCORPORATION

The name(s) and street address(es) of the Incorporator(s) to this articles of Incorporation is (are) :

NAMES

ADDRESS

ANDRES ANZOLA
President 40% of Shares

4754 S.W. 163RD PLY MIAMI FL 33185.

NERIO ISAAC LOPEZ
Vice-President 30% of Shares

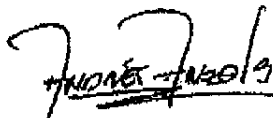
4754 S.W. 163RD PLY MIAMI FL 33185.

MANUEL OROPEZA
Treasurer 30% of Shares

4754 S.W. 163RD PLY MIAMI FL 33185.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 3rd, day of March, 2005.

Signature(s) of Incorporator(s)



President.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Persuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation organized under the law 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: OCTOPOOLS, CORP

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

ANDRES ANZOLA
4754 S.W, 163rd PLY
MIAMI FL 33185.

Signature: _____



Incorporator Officer
Title: President.

Date: 03/03/05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUT, AND A ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signatures: _____



Incorporator Officer.

Date: 03/03/2005.