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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

fidelity capital ventures, inc.

8/23/05
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Certificate of Status	1
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Articles of Incorporation

05 AUG 22 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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of

Fidelity Capital Ventures, Inc.

We, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

Fidelity Capital Ventures, Inc.

ARTICLE II

This Corporation is to have perpetual existence unless dissolved sooner according to law.

ARTICLE III

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

A. To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell convey, lease, mortgage, deed in trust, turn to

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account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, without restriction of limit as to amount.

B. The foregoing shall be construed as enumerating both, objects and powers of the Corporation, but it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, and the Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500), having a par value of ONE (\$1.00) DOLLAR per share, all of which shall be common stock.

Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in services, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders.

ARTICLE V

The amount of capital with which this Corporation shall begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VI

The initial business office of this Corporation shall be located at Suite C-13, 6073 N.W. 167th Street, Miami Lakes, Florida 33015, but the Corporation shall have the power to establish such other places of business at such other locations within or without the State of Florida, as may be determined or deemed expedient.

The initial Registered Agent of the Corporation shall be DENNIS A. DONET, ESQ., who is located at the registered street address of Suite 430, 6161 Blue Lagoon Drive, Miami, Florida 33126.

ARTICLE VII

There shall be a Board of Directors for this Corporation, which shall consist of not less than one (1) and not more than seven (7) Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, or by the corporate bylaws, and each of the Directors shall be of full age. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority

of the Directors shall be the act of the Corporation. Subject to the bylaws, if any, adopted by the Stockholders, the Directors may make the bylaws. Meetings of the Directors may be held within or without the State of Florida, and Directors need not be Stockholders. The Board of Directors may, by resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such resolution or in the bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors.

ARTICLE VIII

The names and street addresses of the officers and the members of the first Board of Directors who, subject to these Articles of Incorporation, the bylaws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified, are:

Director:

SUSY CORONA
Suite C-13, 6073 N.W. 167th Street, Miami Lakes, Florida 33015

Director:

GERARDO PATRICIO
Suite C-13, 6073 N.W. 167th Street, Miami Lakes, Florida 33015

ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:


SUSY CORONA
Suite C-13, 6073 N.W. 167th Street, Miami Lakes, Florida 33015

ARTICLE X

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by statute.

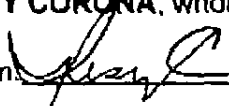
The Stockholders shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital. Private property of the Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The Corporation shall have a first lien on the shares of its members and upon dividends due them for any indebtedness of such members of the Corporation.

IN WITNESS WHEREOF I, the undersigned, have made and subscribed these Articles of Incorporation at Miami-Dade County, Florida, on the 19 day of August, 2005, for the uses and purposes aforesaid.



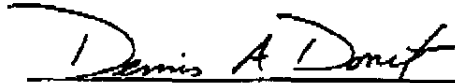
SUSY CORONA
Incorporator

STATE OF FLORIDA)
 : ss
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **SUSY CORONA**, whom I know personally, or who produced the following form of identification:  and known to me to be the person described in and who subscribed to the above and foregoing Articles

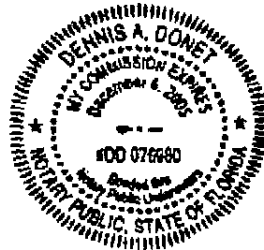
of Incorporation of **Fidelity Capital Ventures, Inc.**, and she freely and voluntarily acknowledged before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS whereof, I have hereunto set my hand and affixed my official seal at Miami-Dade County, Florida, this 19 day of August, 2005.



Notary Public, State of Florida,

My commission expires:



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

05 AUG 22 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO CHAPTER 48.091 of the Florida Statutes, the following is
submitted in compliance with said Act:

That **Fidelity Capital Ventures, Inc.**, desiring to organize under the laws of the
State of Florida with its registered office and principal place of business as indicated in
the Articles of Incorporation, has named **DENNIS A. DONET, ESQ.**, located at Suite 430,
6161 Blue Lagoon Drive, Miami, Florida 33126, as its Agent to accept process within this
state.

ACKNOWLEDGMENT

HAVING BEEN MADE to accept Service of Process for the above-stated
corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity and agree to comply with the provisions of said Act with regard to keeping open
said office.

DONET & DONET, L.L.P.

By: *Dennis A. Donet*

DENNIS A. DONET, ESQ.

Florida Bar No.: 129569

Suite 430

6161 Blue Lagoon Drive

Miami, Florida 33126

Telephone: (786) 388-9630

Fax: (786) 388-0290

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