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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA PROFIT/NON PROFIT CORPORATION

PROFESSIONAL BUSINESS ADVISORS II, INC

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ARTICLES OF INCORPORATION 06 OCT -6 PM 1:15
OF
PROFESSIONAL BUSINESS ADVISORS II, INC

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

PROFESSIONAL BUSINESS ADVISORS II, INC

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

11401 SW 40TH STREET, STE. 201
MIAMI, FL 33165

ARTICLE II NATURE OF THE BUSINESS

This corporation will engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 shares of Common Stock each have \$ 1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS/DIRECTORS

The name(s) and street address (es) of the initial officer(s) and directors(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):

NAME	POSITION	ADDRESS
Zoraida Orta	PVP/S/T Director	11401 SW 40 TH ST., STE. 201 Miami, FL 33165

Prepared by: Professional Business Advisors, Inc
11401 SW 40th St., Ste. 201
Miami, FL 33165
305-227-0757

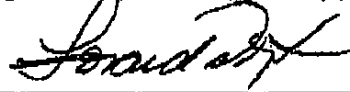
ARTICLE VI

The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are):

NAME	POSITION	ADDRESS
Zoraida Orta	P/VP/S/T Director	11401 SW 40 TH ST., STE. 201 Miami, FL 33165

In witness whereof, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 5th day of October 2006.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE

06 OCT -6 PM 1:15

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 agent/registered office, in the State of Florida.

1. The name of the corporation is: PROFESSIONAL BUSINESS ADVISORS II, INC

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

ZORAIDA ORTA
11401 SW 40TH ST., STE. 201
Miami, FL 33165

SIGNATURE

(Corporate Officer/Director)

TITLE

President

DATE

10-05-06

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 ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

(Registered Agent)

DATE

10-05-06

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