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Mirch 21, 1995

Office of Registration Division of Corporations State of Florida, Dept. of State, P.O. Box 6327 TALLAHASSEE, FLA 32314-6327

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Ref.: Fed. Emp. I.D. # 65-0557900 CARING AND SHARING FOR PROFIT- Application for Filing under Florida Law, Articles of Incporation

Dear Sir(s) Madam(s):

Enclosed please find my Check No. 101 First Union National Bank of Georgia, dated 3/21/95 to pay for the filing fee of the incorporation of our company, for \$ 122.50.

Please send me the necessary paperwork. We already have the corporate books, the Tax Information and most of the Tax Forms for the IRS for this enterprise, as well as items like the Corporate Seal.

Awaiting for your kind response, we ard truly yours,

Alternate Address:

P.O. Box # 971573. Quail Roost Postal Office MIAMI, FLA 33197-1573- USA

Ruben G. Vento President/Registered Agent of CARING AND SHARING FOR PROFIT, INC. 11050 S.W. 197 th St. C-214 MIAMI, FLA 33157-8477 (305) 251-3730 (305) 375-3347

Beeper (305) 952-8925

FORMAT FOR ESTABLISMENT OF A SMALL FOR-PROFIT CORPORATION UNDER THE STATUTES OF THE STATE OF FLORIDA and the Commercial Section, U.S. Code:

ARTICLES OF INCORPORATION: A CORPORATION: A CORPORATION IS established under the U.S. Code and the Statues of the State of Florida under the following name:

CARING AND SHARING FOR PROFIT, INC. this shall be a FOR PROFIT SMALL CORPORATION, with less than 30 employees, under Florida Statutes, with the main purpose of providing information, access to ad media, financial counseling and other services for business purposes and to sell mid-size durable goods, many below normal retail, to business people.

The term of this corporation is indefinite, the capital furnished by selective, private stockholders.

2.-The principal/main place of business and mailing address of the corporation, that could have several branches and operate under several ficticious names, shall be:

11050 S.W. 197 th St. Suite C-214 MIAMI, FLORIDA 33157-8477.

- 3.-Until new decissions are made by and through official Meeting of Directors, this corporation shall have authority to issue up to 10,000 shares of its stocks/bonds/securities of one kind, usuallly each share having the represented nominal cost of \$0.50.
- 4.-Until new decision is made by the Directors, the Incorporator and Registered Agent of the corporation shall be: RUBEN G. VENTO, a U.S. Citizen, citizen of the State of Florida and Dade County for over 6 consecutive months, whose address is: 11050 S.W. 197th St. Suite C-214, MIAMI, FLA 33157-8477 Tel. (305) 251-3730.
- 5.-The initial Board of Directors (also under possible change provisions as explained above) shall be composed by SIX MEMBERS, whose names and addresses are as follows, most of them stockholders:
 - 1.-Ruben G. Vento, 11050 S.W. 197 th St. C-214 MIAMI, FLA 33157-8477.
 - 2.-Risel Vento, 164 Navajo St., MIAMI SPRINGS, FLA 33166
 - 3.-Rosa Vento, 164 Navajo St. MIAMI SPRINGS, FLA 33166
 - 4.-JOSE DE J. GOMEZ, president also of YASMANY CORP., 575 N.W. 117 th St., NO. MIAMI, FLA 33168,
 - 5.-Luis Ant. Castillo, 3778 N.W. 13th St., MIAMI, FLA 33142
 - 6.-Roaldo G. Vento, 5835 West 20 th Ave. # 115, Conquistador Park, HIALEAH, FLA 33012.

The name/numbers of the Directors may be changed by amendment(s) of the Corporation's By-Laws, but shall in no case be less than 1.

6.-The Incorporator of this CARING AND SHARING FOR PROBIT, INC. corporation under Florida Statutes is and shall be RUBEN G. VENTO, also its President, his street address being: 11050/S.W. 197 th St. Suite C-214, MIAMI, FLORIDA 33157-8477. (305) 251/3130.

Dated: 3/23/95

Postal Alternate Address is: P.O.Box No. 971573, Miami, Florida 33197-1573-

Ruben G. Vento Incorporator

NAME OF THE FIRM: CARING AND SHARING FOR PROFIT, INC. 11050 S.W. 197 th St. C-214, MIAMI, FL 33157-

OATH/ACCEPTANCE OF REGIST: AGENT:

The State of the S

Having been named as Registered Agent of this Corporation (Caring and Sharing for Profit, Inc.) at the place also designated on this Certificate, I hereby accept the said appointment of Registered Agent and agree to act on this capacity during the time I am to discharga this Office and Position. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my dities, and declare that I am familiar with and I accept the obligations of my position as a Registered Agent of this Corporation.

Dated: 3/06/95

Ruben G. Vento Registered Agent

P95000023897

Reminstar's Name

Other

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Examiner's Initials



FLORIDA DEPARAMENT OF STATE Sandra B. Mortham Secretary of State

July 11, 1996

RUBEN G. VENTO CARING AND SHARING FOR PROFIT, INC. 4244 W. TENNESSEE ST., #325 TALLAHASSEE, FL 32304-1100

SUBJECT: CARING AND SHARING FOR PROFIT, INC.

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Ref. Number: P95000023897

We have received your document for CARING AND SHARING FOR PROFIT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filled and is being returned for the following correction(s):

You have submitted two documents to dissolve the subject corporation. Please choose the correct type of dissolution according to Florida Statutes and resubmit only one document.

Please return your document, along with a copy of this letter, within 60 days or your filling will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

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Velma Shepard Corporate Specialist

Letter Number: 696A00033811 -----========

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July 14, 1996

Mrs. Velmam Shepard:

Responding to your letter here, we have applied to dissolution after a meeting on which practically all shareholders approved and recomended the filing of this document. Please be aware that before filing this document as per your suggestion we mailed out to you an important document signed by all the shareholders to be of this corporation. We never really issued the needed shares to any of them since we were expecting results that never came to be. Please accept this document enclosed and if you need to do it, you know where and how to contact us. Cordially,

(904) 576-9325

Ruben G. Vento

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF DISSOLUTION

FILED 96 JUL 15 PM R: 24 SECRETARY OF STATE TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: CARING SHARING FOR PROFIT, INC.
	.I. No. 65-0557900
SECOND:	The date dissolution was authorized: June 15, 1996
THIRD:	Adoption of Dissolution (CHECK ONE)
Disa Was	solution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.
Dist	solution was approved by vote of the shareholders through voting groups.
2	The following state ment must be separately provided for each voting group intitled to vote separately on the plan to dissolve:
The	number of votes cast for dissolution was sufficient for approval by 85 % of directors-potential shareholders.
_	12 DIRECTORS POTENTIAL SHAREHOLDERS (voting group)
	ed this 24th day of JUNE, 19 96
Signature	(By the Chairman or Vice Chairman of the Board, President, or other officer)
	RUBEN G. VENTO -Incorporator-C.E.O., Director, Regist.Agent- (Typed or printed name)
	Incorporator-C.E.OPresident- Registered Agent of Corp.

Division of Corporation Department of State-State offlorida, TALLAHASSEE, FLA 32301

Re: CARING & SHARING, INC. Fed. ID 65-0557900

As per our conversation by phone today, the address of our corporation (CARING & SHARING FOR PROFIT, INC.) is going to be: (effective immediately) as follows: Dear Sir(s)/Madam(s):

4244 W. Tennessee St. # 325, TALLAHASSEE, Fla 32304-1033 Fax (904) 576- 2220 Fax (904) 904-3708

This is also to tell you that we are ready to renew our license and certification between Feb. and Mar. 1996 although as per notices receeived we have until May 1996 since our business started about Mar. 8, 1995.

Our corporation has no employees yet and has made not gtarted about Mar. 8, 1995. profit during 1995.

President CEO /Agent for the firm CARING AND SHARING FOR PROFIT, INC.