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THE DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SWEETBALL, INC.

FAX AUDIT NUMBER: H95000010319

DATE REQUESTED: 09/16/1995

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TALLAHASSEE, FLORIDA

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(4)

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ARTICLES OF INCORPORATION

OF

SWEETRELL, INC

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

SWEETRELL, INC

ARTICLE II - PRINCIPAL OFFICE

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

2561 WEST 3rd AVENUE  
HYALEAH, FL 33010

ARTICLE III - DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE V - SHARES

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

Prepared by:

(1)

H. Palacios & Associates  
400 SW 107 Ave #300  
Miami, FL 33174  
305-220-2113

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**ARTICLE VI****INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered Agent of this corporation is:

- a) Registered Agent : REINERIO E. RODRIGUEZ  
b) Street address : 968 WEST 79th STREET  
HIALEAH, FL 33014

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have (4) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial Directors of this corporation are:

President: REINERIO E. RODRIGUEZ - 968 W 79 ST, HIALEAH, FL 33014  
VicePresident: NEREIDA J. CABALLERO - 102 W 14 ST, HIALEAH, FL  
Secretary: BERTA C. MARTINEZ - 102 W 14 ST, HIALEAH, FL 33010  
Treasurer: IRIS RODRIGUEZ - 102 W 14 ST, HIALEAH, FL 33010

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator executing these Articles of Incorporation is:

REINERIO E. RODRIGUEZ - 968 W 79th STREET, HIALEAH, FL 33010

**ARTICLE IX - AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X - PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices terms and conditions that shall be negotiated by the interested stockholders. No stockholder of this corporation shall sell any stock of this corporation without first submitting the stock certificates along

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with a written offer to sell said stock during which time the corporation shall have the right to purchase said stock at a price equal to the written offer for a period of ninety days. The preemptive right of any holder is determined by the ratio to the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of September, 1995.

Reinerio Rodriguez  
REINERIO E. RODRIGUEZ

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the Above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

Dated this 7th day of September 1995.

Reinerio Rodriguez  
REINERIO E. RODRIGUEZ

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95 SEP 15 1995  
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAZARUS CORPORATE INDUSTRIES, INC.  
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE: 16  
(Address)

MIAMI, FLORIDA 33174 (305)552-5973  
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)305-6715

OFFICE USE ONLY

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-02/01/96--01056--037  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. SweetBell inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" 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
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REGISTRATION/ QUALIFICATION	
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ARTICLES OF AMEDMENT  
TO  
ARTICLES OF INCORPOTATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607,1006(1),Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

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The name of the corporation is: \_\_\_\_\_  
SWEETBELL, INC.

SECOND

-----

The following amendment(s) to the articles of incorporation was (were) adopted by the corporation ARTICLE VIII, the name of the members of the Board of directors and address, who shall serve are as follow:

REINERIO E. RODRIGUEZ, (President) 968 W 79 ST. HIALEAH, FL. 33014,  
JOSE . CABRERA, (Vice-President) 90 West 23rd.St.#13, Hialeah, Florida 33010.  
IRAIDA LEON (Secretary) 90 Sest 23rd St.#13, Hialeah, Fl. 33010

THIRD

-----

The amendment(s) was (were) adopted by the shareholders of the corporation on the 15 of January ,19 96 .  
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SWEETBELL, INC.

Corporation Name

ALL SHAREHOLDERS APPROVED OF  
CHANGES.....

By Reinero Rodriguez  
President or Vice-President

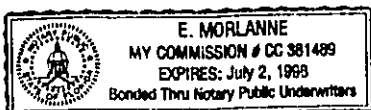
By Jose R. Cabrera  
Secretary or Asst-Secretary

STATE OF FLORIDA  
COUNTY OF DADE

Before me, the undersigned authority, personally appeared,  
Reinero E. Rodriguez Jose R. Cabrera

----- to me well known to be the person  
(s) who executed the foregoing articles of amendment to  
the articles of incorporation and acknowledged before me,  
according to law, that he made and subscribed the same for  
the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 15 day of January, 19 96.



E. Morlanne  
Notary Public

My Commission Expires:

(SEAL)