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SECRETARY OF STATE TALLAHASSEE, FLORIDA

Examiner's Initials

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OFFICE USE ONLY

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Addross)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

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ARTICLES OF INCORPORATION

96 JAN -2 PH 12: 47

ARTICLE I - NAME

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The name of this corporation is Dieudonne & Associates, Inc.

ARTICLE II - PRINT PAL OFFICE

The mailing address of this corporation shall be: 16463 N.E. 6th Avenue
North Miami, Florida 33162

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 600 shares of no par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Stenio Dieudonne 16463 N.E. 6th Avenue, North Miami, Florida 33162

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: January 2, 1996

Filings, Inc. by Teresa Roman, Vice-President

Incorporator

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Certificate designating place of business LAMAS SEGRETARINA for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Dieudonne & Associates, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: January 2, 1996

Seusa Roman, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 2, 1996

Filings, Inc. by Teresa Roman, Vice-President

Luca Roman

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FILINGS, INC. TERESA ROMAN	
(Requestor's Name)	
2805 LITTLE DEAL ROAD	500001688925
(Aidross)	**************************************
TALLAHASSEE, FLORIDA 32308 (904) 385-6735	*****35,00 ******35,00
(City, State, Zip) (Phone #1	OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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ARTICLES OF AMENDMENT OF

Dieudonne & Associates, Inc.

- 1. The name of the Corporation is Dieudonne &
- 2. Article six (6) of the Articles of Incorporation of the Corporation is hereby amended to change the name and address of the Director to:

Elvire Dieudonne 16463 N.E. 6th Avenue, North Miami, Florida 33162

3. The foregoing amendment was adopted by the Incorporator before the issuance of any shares of the Corporation on the 12th day of January, 1996, pursuant to Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 12th day of January, 1996.

Filings, Inc., a Florida Corporation by Teresa Roman, Vice-President

Susa Roman