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INCORPORATORS PLUS

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STATE OF FLORIDA SUITE 202
409 EAST GAINES STREET PLANTATION FL 33324-
TALLAHASSEE, FL 32399 CONTACT: BRIAN K BARNETT
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(((H96000001063))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MAGNET, INC.

FAX AUDIT NUMBER: H96000001063

DATE REQUESTED: 01/22/1996

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthem
Secretary of State

January 23, 1996

HELLER & BARNETT CORPORATE SERVICES

PLANTATION, FL

SUBJECT: MAGNET, INC.

REF: W96000001724

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000001063
Letter Number: 096A00002932

ARTICLES OF INCORPORATION
OF
Magneto, Inc.,
a Florida corporation

The undersigned, acting as incorporator of Magneto, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Magneto, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

1170 99th Street #3
Bay Harbor Isle, Florida 33154

EFFECTIVE DATE

1-22-96

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TALLAHASSEE, FLORIDA

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective January 22nd, 1996.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1170 99th Street #3 Bay Harbor Isle, Florida 33154 and the name of the corporation's initial registered agent at that address is Andres Eduardo Bernal.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

Andres Eduardo Bernal

Magneto, Inc.
1170 99th Street #3
Bay Harbor Isle, Florida, 33154

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Andres Eduardo Bernal
1170 99th Street #3
Bay Harbor Isle, Florida 33154

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 22nd day of January, 1996

Andres Eduardo Bernal:

By _____
Andres Eduardo Bernal

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Magnet, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1170 99th Street #3 Bay Harbor Isle, Florida 33154, has named Andres Eduardo Bernal, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Andres Eduardo Bernal
1170 99th Street #3 Bay Harbor Isle, Florida 33154



Andres Eduardo Bernal
Date: January 23rd 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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