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TALLAHASSEE, FLORIDA

4-10-96 Jeri

Monte Hayes, PA
Requestor's Name

1161 Brickell Ave 801
Address

Miami FL 33131
City State ZIP Phone

371-2132

VALIDATION ONLY

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CORPORATION(S) NAME

Advantage Business Group, Inc.



EMPIRE Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
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- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
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- Certificate Under Seal
- After 4:30
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CORPORATION

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
P. Verifier

APR 11 1996
CERTIFIED COPY

ARTICLES OF INCORPORATION OF
ADVANTAGE BUSINESS GROUP, INC.

The undersigned incorporator(s), in order to form a corporation for the purpose hereinafter stated, under and pursuant to the corporation laws of the State of Florida and the acts amendatory thereof and supplemental thereto, does hereby certify as follows:

ARTICLE I

The name of the corporation shall be
ADVANTAGE BUSINESS GROUP, INC.

ARTICLE II

The purpose for which the corporation is organized is to:

- a) To engage in any business the corporation deems appropriate.
- b) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise and real and personal property (tangible and intangible) of every class, kind and description.
- c) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required.
- d) To purchase the corporate assets of any other corporation and engage in the same of other type of business.

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e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person, firm, association or corporation, or by an state of government, foreign or domestic, and while owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote stock.

f) To enter into, make and perform contract of every kind with any person, firm, association or corporation, municipality, political body, country, territory, state, government or colony or dependency or agency thereof.

g) To purchase, hold and reissue any of the shares of its capital stock.

h) In general, to do each and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof.

i) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof.

ARTICLE III

The corporation is authorized to issue only one (1) class of shares to be designated common stock. The total number of shares of stock which the corporation shall have the authority to issue is ONE HUNDRED (100) SHARES. The shares will have \$1.00 par value. All shares shall be voting shares and the holders of issued shares are entitled to one (1) vote per share.

ARTICLE IV

The amount of capital with which this corporation will commence business is not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

Holder of issued shares, upon the sale for cash of any newly issued stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it may be offered to others.

ARTICLE VI

The number of directors constituting the initial board of directors is one (1), and the name and addresses of the person who are to serve as initial director is:

<u>Names</u>	<u>Addresses</u>
FRANCESCO TIRONE	2819 Southwest 1st Avenue Suite #2 Miami, Florida 33129

ARTICLE VII

The name and address of the incorporator of this corporation is:

FRANCESCO TIRONE
2819 Southwest 1st Avenue
Suite #2
Miami, Florida 33129

ARTICLE VIII

The address of the corporation's registered office is

2819 Southwest 1st Avenue
Suite #2
Miami, Florida 33129

The name of the corporation's initial Registered Agent at such and address is:

FRANCESCO TIRONE
2819 Southwest 1st Avenue
Suite #2
Miami, Florida 33129

The initial Principal office of the corporation shall be:

2819 Southwest 1st Avenue, Suite #2
Miami, Florida 33129

ARTICLE IX

This corporation is to exist perpetually.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by same to the stockholders and approved at stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law, for acts of omission or commission committed on behalf of the corporation, unless they reflect criminal intent or gross negligence.

ARTICLE XII

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, notwithstanding his/her participation in this action, if the fact of such interest is disclosed or known to the Board of Directors or a committee thereof which authorizes or ratifies the contractor transaction. Common or interested directors may be counted in determining whether a quorum is present and shall be entitled to vote on such authorization or ratification.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate on this 09 day of April, 1996.



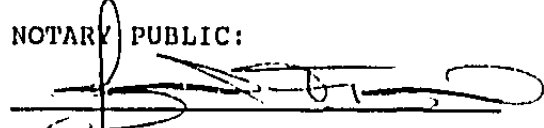
FRANCESCO TIRONE

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9th day of April, 1996 by FRANCESCO TIRONE, as President of ADVANTAGE BUSINESS GROUP, INC., a Florida Corporation. He is personally known to me or has produced passport # A081375 as identification, and did take an oath.

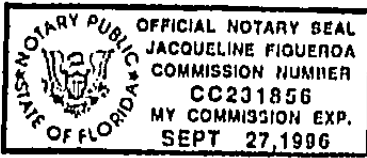
NOTARY PUBLIC:

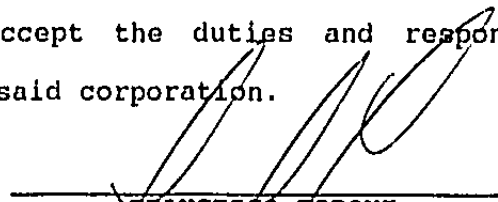
MY COMMISSION EXPIRES:


Print name:

Having been named to accept service of process for the above named corporation, at place designated in this state certificate, I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

96 APR 11 11:38 AM
TALAMON SE FLORIDA




FRANCESCO TIRONE