

4/15/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-311-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HIGHNOON INVESTMENTS INC.

FAX AUDIT NUMBER: H9600005297

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/15/1996

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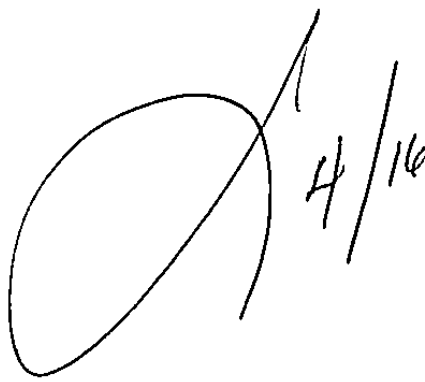
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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED MAIL TO NOTARIES

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ARTICLES OF INCORPORATION

OF

HIGHNOON INVESTMENTS INC.

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SECRET
TALLAHASSEE STATE
CORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: HIGHNOON INVESTMENTS INC.

The principal place of business of this corporation shall be: 1225 N.W. 93rd Ct.
Miami, FL 33172

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 Shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: George Puerto 80% of the Shares
1225 N.W. 93rd Ct.
Miami, FL 33172

V/President: Pedro D. Rangel 20% of the Shares
1225 N.W. 93rd Ct.
Miami, FL 33172

Prepared by: Pedro D. Rangel
1225 N.W. 93rd Ct.
Miami, FL 33172
(305) 471-7580

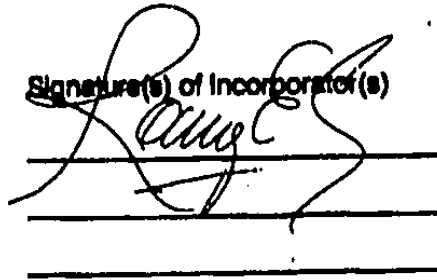
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Podro D. Rangel 1225 N.W. 93rd Ct.
Miami, Fl 33172

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these
Articles of Incorporation this 15th day of April, 1996.

Signature(s) of Incorporator(s)

A handwritten signature in cursive script, appearing to read 'Podro D. Rangel', is written over three horizontal lines. The signature is fluid and stylized, with the first and last names being prominent.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: HIGHNOON INVESTMENTS INC.

2. The name and address of the registered agent and office is:

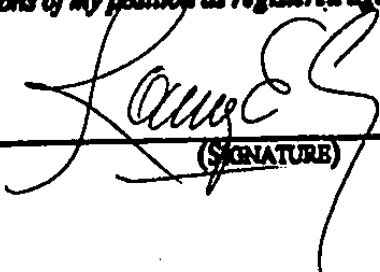
Pedro D. Rangel
(Name)

1225 N.W. 93rd Ct.
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, FL 33172
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

4/15/96
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314