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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

E.F.C. SYSTEMS, INC.

ARTICLE I - NAME

The name of this corporation is: E F C SYSTEMS, INC., with the principal place of business located at: 7601 Dickens Ave Ste 201, Miami Beach, Fl. 33141

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the office of this corporation is: 7601 Dickens Ave. Ste 201, Miami Beach, FL. 33141. ^{registered}

The name of the initial Registered Agent of this corporation is: Evandro Cunha.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of director may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is:

Evandro Cunha

7601 Dickens Ave. Ste 201
Miami Beach, Fl. 33141.

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

Evandro Cunha, 7601 Dickens Ave. Ste 201, Miami Beach, Fl. 33141.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

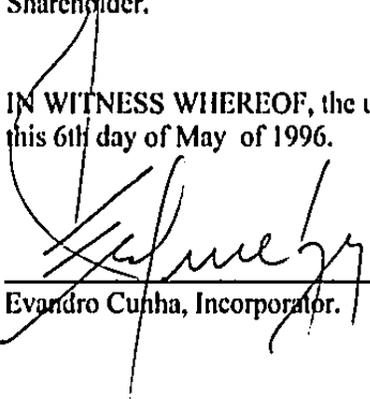
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of May of 1996.



Evandro Cunha, Incorporator.

CERTIFICATE DESIGNATING THE ADDRESS AND AN

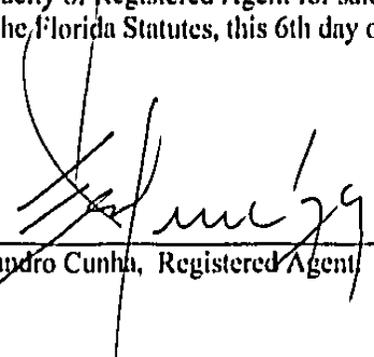
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That E F C SYSTEMS, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade State of Florida, has appointed Mr. Evandro Cunha as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of E F C Systems, Inc., to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 6th day of May of 1996.


Evandro Cunha, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA