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Abercrombie Accounting Inc.

16115 SW 117th Ave, Suite 25A? MIAMI FL
Miami, Florida 33177
(305) 253-8713 FLORIDA

July 10, 1996

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+122.50 +122.50

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

Re: BAYROD INTERNATIONAL, INC.

Gentleman:

Enclosed for filing is an executed original and one copy of the Articles of Incorporation of the above referenced corporation and a Certificate of Registered Agent. Enclosed please find a check for \$122.50 for the following items:

Filing Fee for Articles of Incorporation	\$ 35.00
Filing Fee for Certificate of Registered Agent	35.00
Fee for certified copy of Articles of Corporation	<u>52.50</u>
	\$122.50

Please return the certified copy to the undersigned.

Very truly yours,

Wray Abercrombie
Wray Abercrombie
c/o Abercrombie Accounting, Inc.
16115 S.W. 117 Avenue, Suite 25A
Miami, Fl 33177

7/13/96

Enclosures: Original and one copy of Articles of
Incorporation and Certificate of Registered Agent

ARTICLES OF INCORPORATION

FOR

BAYROD INTERNATIONAL, INC.

FILED

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FLORIDA STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural Person do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be BAYROD INTERNATIONAL, INC.

ARTICLE II

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under the Florida General Corporation Act. The principal office address is at 10835 SW 88TH St. Unit #127 Miami, Florida 33176.

ARTICLE III

The total authorized stock of this corporation shall consist of 1000 shares of common stock, par value \$1.00 per share.

The consideration for all the said stock shall be payable in cash, property, real or personal, or labor or service actually performed in lieu of cash, at a just valuation to be fixed by the board of Directors of this Corporation.

Shareholders shall have no preemptive rights.

Cumulative voting shall be permitted.

ARTICLE IV

This corporation shall commence its existence immediately upon the filling of these Articles of Incorporation by the Department of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be located at 10835 SW 88th St. Unit #127 Miami, Florida 33176. The initial registered agent at that address shall be Roderick Rhodes, social security number 590-39-7518. This corporation reserves the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by a majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

ARTICLE VII

The name and address of the initial director of this corporation, who shall hold office for the first year or until their successors are duly elected and have qualified, shall be:

Roderick Rhodes
10835 SW 88th St. Unit #127
Miami, Florida 33176

Bayardo E. Zelaya V. President
10835 SW 88th St. Unit #127
Miami, Florida 33176

The principal mailing address shall be the same.

ARTICLE VIII

The name and address of the Incorporator is Roderick Rhodes,
social security 590-39-7518, 10835 SW 88th St. Unit #127
Miami, Florida 33176.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director of an officer of such other corporation, of who is a interested, may be counted in determining the existence of a quorum at any meeting of the Board Of Directors of this corporation which shall authorize any such contract or transaction, which like force and effect as if he were not such a director or office of such other corporation, or not so interested.

ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts of this corporation to any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and here unto set my hand and seal this 10th, day of July 1996.

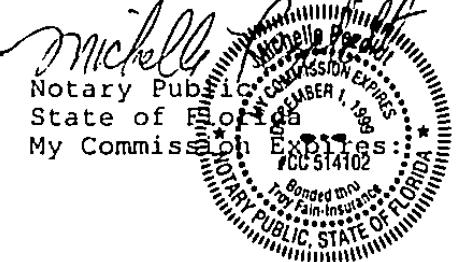


Roderick Rhodes
Incorporator

STATE OF FLORIDA)
)
) SS
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared Roderick Rhodes, person described in and whom executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that executed the same for the purpose herein expressed.

Witness my hand and official seal in the County and State aforesaid this 10th day of July, 1996.



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

In compliance with the laws of Florida, the following is
submitted:

First, that BAYROD INTERNATIONAL, INC. desiring to
organize under the laws of Florida, has named Roderick Rhodes
of 10835 SW 88th St. unit #127, City of Miami, County of Dade
State of Florida, as its statutory Registered Agent.

Having been named the statutory registered Agent of the above
corporation at the place designated in this certificate, the
undersigned hereby accepts the same and agrees to act in this
capacity, and agrees to comply with the provisions of Florida
law relative to keeping the registered office open.



BY: Roderick Rhodes
Registered Agent

Dated: This 10th day of July 1996.

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TALLAHASSEE, FLORIDA