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ARTICLES OF INCORPORATION

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NEW IMAGES CLEANING CO.



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is NEW IMAGES CLEANING CO.

ARTICLE II

The term of existence of the Corporation is perpetual.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The street address of the initial registered office of the Corporation is:

6170 N.W. 173rd Street, Apt. 416 Miami Lakes, FL 33015

The name of the registered agent of such address is:

Carlos Sanchez

ARTICLE VII

The initial address of the principal office of the Corporation in the State of Florida is:

6170 N.W. 173rd Street, Apt. 416 Miami Lakes, FL 33015

ARTICLE VIII

The initial Board of Directors of the Corporation shall be two (2) directors. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders but shall not be less than two (2).

ARTICLE IX

The name and address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are:

Cielo X. Quimbaya Calle 18, #29-B21 Cali, Colombia S.A.

Carlos Sanchez 6170 N.W. 173rd Street, Apt. 416 Miami Lakes, FL 33015

ARTICLE X

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Cielo X Quimbaya Calle 18, #29-B21

President & Treasurer

Cali, Colombia S.A.

Carlos Sanchez 6170 N.W. 173rd Street, Apt. 416 Miami Lakes, FL 33015

Vice-President & Secretary

ARTICLE XI

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

Carlos Sanchez 6170 N.W. 173rd Street, Apt. 416 Miami Lakes, FL 33015

ARTICLE XII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Cielo X. Quimbaya

50 Shares or 50%

Calle 18, #29-B21 Cali, Colombia S.A.

Carlos Sanchez

50 Shares or 50%

6170 N.W. 173rd Street, Apt. 416

Miami Lakes, FL 33015

ARTICLE XIII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of August 1996.

Signature:

Couls S. Lucky JAMET W. DORTEZ CARLOS SANCHEZ

Notary's Name, Printed, Stamped or Typed

Personally Killiwn: For Produced ID-Type of ID ##duced____

Notary Public, Clase of Florida My Commission Expires April 8, 1997 Commission No. CC 275489

CERTIFICATE OF DESIGNATION 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.

The name of the corporation is: 1.

NEW IMAGES CLEANING CO.

The name and address of the registered agent are: 2.

> Carlos Sanchez 6170 N.W. 173rd Street, Apt. 416 Miami Lakes, FL 33015

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.

and subscribed before me,

Notary's Name, Printed, Stamped or Typed Personally Known: or Produced ID. Type of ID produced-

JANET W. CORTEZ Notary Public, State of Florida My Commission Expires April 8, 1997 Commission No. CC 275489

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BUSINESS SERVICES, INC. accounting , taxes , systems , consulting 10300 Survet Dr., Sulte 465 Minul, FL 33173 Phone (303) 412-9191 Fax (305) 412-0901

April 1, 1997

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Secretary of State Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

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Dear Sirs:

Enclosed please find the articles of amendment to **NEW IMAGES CLEANING CO.**, document number P96000069240. Along with the articles of amendment, please find check in the amount of \$43.75, to cover the expenses for filing and the certificate of status.

Should you have any questions, please contact us at your convenience at (305)412-9191.

Thank you for your attention to this matter.

Sincerely,

<u>Yolanda Dur</u>

. . . .

SECRETARY OF STATE OF CORPORATION OF CORPORATION

THE APR 1 7 1997



NEW IMAGES CLEANING CO.

Pursuant to the provisions of section 607,1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE XII

The name and addresses of the Sharcholders and the number of shares of common stock they agree to take

Cielo X. Quimbaya

50 Shares or 50%

Calle 18 # 29B-21 Cali, Colombia S.A.

Maria Lucely Dique P.O. Box 174027

50 Shares or 50%

Hinlenh, FL 33017-4027

SECOND: The date of each amendment's adoption: January 1tt, 1997.

THIRD: The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

Signed this 1st day of April, 1997

P96000069240

dp duran & pelati

BUSINESS SERVICES, INC. accounting a taxes a systems a consulting 10300 Senset Dr., Sulte 465 Mlant, FL 33173 Phone (305) 412-9191 Fax (305) 412-0901

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April 1, 1997

Secretary of State Fiorida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

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Thank you for your attention to this matter.

Sincerely,

Yolanda Duri

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ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION OF.



NEW IMAGES CLEANING CO.

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FIRST: Amendment(s) adopted:

ARTICLE XII

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Clelo X. Quimbaya

50 Shares or 50%

Calle 18 # 29B-21 Cali, Colombia S.A.

Maria Lucely Dique

50 Shares or 50%

P.O. Box 174027 Haleah, FL 33017-4027

SECOND: The date of each amendment's adoption: January 1", 1997.

THIRD: The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

Signed this 1st day of April, 1997