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CONTACT: RAY BTORMONT

PHONE: (305)541-3094

FAX #: (305)541-3770

NAME: FIDEL ROS G.C., INC.

AUDIT NUMBER.....H96000012307

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....0

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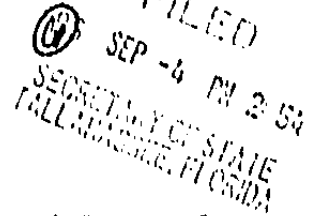
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TALLAHASSEE, FLORIDA

Handwritten: 9/15/96

ARTICLES OF INCORPORATION
OF
FIDEL ROS G.C., INC.

H96000012307



The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

FIDEL ROS G.C., INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY: BRADLEY R. HANFORD, ESQ.
9200 SO. DADELAND BLVD. #308
Miami, Florida 33156
Florida Bar No.

(305) 670-5080

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ARTICLE V. REGISTERED AGENT

The Registered Agent of this Corporation in the State of Florida shall be:

FIDEL ROS
7520 S.W. 92 Court
Miami, Florida 33173

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. CORPORATE ADDRESS

The initial corporate address of the corporation in the State of Florida shall be:

7520 S.W. 92 Court
Miami, Florida 33173

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial director of this Corporation and his street addresses is:

FIDEL ROS
7520 S.W. 92 Court
Miami, Florida 33173

The person named as the initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

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ARTICLES IX. INITIAL OFFICERS

The names of the initial officers of this Corporation and their street addresses are:

President

FIDEL ROS
7520 S.W. 92 Court
Miami, Florida 33173

ARTICLE X. INCORPORATION

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

FIDEL ROS
7520 S.W. 92 Court
Miami, Florida 33173

ARTICLE XI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XII. AMENDMENT

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 them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 31 day of July, 1996.

Fidel Ros

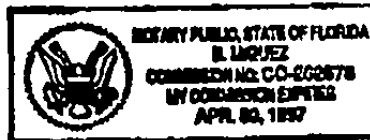
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Fidel Ros, who is personally known to me and did take an oath, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 31 day of July, 1996.

L. Miguez
Notary Public State of Florida

MY COMMISSION EXPIRES:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes, the following is submitted, in compliance with said Statutes:

That FIDEL ROS G.C., INC., desiring to organize under the laws of the State of Florida, with its initial corporate office at 7520 S.W. 92 Court, Miami, Florida 33173, appoints Fidel Ros, as its agent to accept service of process within this State at the initial corporate office stated herein.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Statutes relative to keeping open said office.



FIDEL ROS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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