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TO: DIVISION OF CORPORATIONS

FAX #1 (904)822-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY BTORMONT
PHONE: (305)641-3084

ACCT#: 072460003255

FAX #1 (305)641-3770

NAME: CHANCE ONE OF MIAMI, CORP.
AUDIT NUMBER.....H90000012067
DOO TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 0
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ARTICLES OF INCORPORATION

ARTICLE I -- NAME

H96000012667

THE NAME OF THIS CORPORATION IS:

CHANCE ONE OF MIAMI, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**6165 SOUTH WEST 130TH AVENUE
SUITE NO. 1310
MIAMI, FLORIDA 33183
(305)385-0156**

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ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE 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 1,000 SHARES OF ONE DOLLAR (\$ 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

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**6165 SOUTH WEST 130TH AVENUE
SUITE NO. 1310
MIAMI, FLORIDA 33183
(305)385-0156**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

FRANCISCO COSTA

PREPARED BY:
JILGERMO UBIETA, JR.
18 WEST 48TH STREET
P. 12/15

(305) 825-3929

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

**FRANCISCO COSTA PRESIDENT, SECRETARY AND DIRECTOR
DANIEL R. COSTA VICE-PRESIDENT, TREASURER AND DIRECTOR
6165 SOUTH WEST 130TH AVENUE # 1310, MIAMI, FL. 33183**

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**FRANCISCO COSTA
6165 SOUTH WEST 130TH AVENUE
SUITE NO. 1310
MIAMI, FLORIDA 33183**

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.


ARTICLE IX -- MANAGEMENT OF CORPORATION 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, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 10TH DAY OF SEPTEMBER OF 1996.


Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT CHANCE ONE OF MIAMI, CORP. 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 FRANCISCO COSTA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF CHANCE ONE OF MIAMI, CORP. 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:

10TH DAY OF SEPTEMBER, 1996.



Registered Agent

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10TH P.15

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **FRANCISCO COSTA**. KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID THIS: 10TH DAY OF SEPTEMBER, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

OFFICIAL NOTARY SEAL
GUILLERMO M. URIBE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC340040
MY COMMISSION EXT. APR. 21, 2000

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EMPIRE CORPORATE KIT

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