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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ASTRAL BUSINESS CORP.

AUDIT NUMBER.....H96000015633

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 6, 1996

EMPIRE

SUBJECT: ASTRAL BUSINESS CORP.
REF: W96000023542

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:
ASTRAL BUSINESS CORP

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:
1752 N.E. 169TH STREET
NORTH MIAMI BEACH FLORIDA 33162

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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 1000 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 OR 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:
7995 CRESP BLVD #01
MIAMI BEACH FLORIDA 33141

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:
GERMANA CRESPO DE CASTRO

PREPARED BY:
ELYANE BECHTINGER
B & L BUSINESS LEGAL, INC.
141 N. E. 3rd AVE. 9TH FLOOR
MIAMI, FL 33132 (305) 373-6211

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 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:

GERMANA CRESPO DE CASTRO - PRESIDENT

ARTICLE VII - INCORPORATOR

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

GERMANA CRESPO DE CASTRO
7995 CRESP BLVD #01
MIAMI BEACH FLORIDA 33141

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 26TH DAY OF OCTOBER OF 1996.


Incorporator

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

WITNESSETH:

THAT ASTRAL BUSINESS CORP
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:
GERMANA CRESPO DE CASTRO

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
ASTRAL BUSINESS 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 26TH DAY OF OCTOBER , 1996.

Registered Agent

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STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

GERMANA CRESPO DE CASTYRO

. 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 26TH DAY OF OCTOBER, 1996.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SPECIFIC POWER OF ATTORNEY

BE IT KNOWNED, THAT I, GERMANA CRESPO DE CASTRO
MIAMI, FL, THE UNDERSIGNED, TO HEREBY GRANT A
LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LEGAL, INC. OF
MIAMI FL - AS MY ATTORNEY-IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO
UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE
PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE
ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY
OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH
INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE
SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT
AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS
MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF
ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE
REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF
ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF
MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 26TH DAY OF OCTOBER, 1996.

Germana Crespo de Castro

GERMANA CRESPO DE CASTRO

STATE OF FLORIDA
COUNTY OF DADE

On 10 / 26 / 96 before me, ELYANE BECHTINGER personally, appeared:

GERMANA CRESPO DE CASTRO

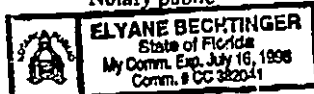
Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose
name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed
the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the
instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature

Notary public

(Seal)



Affiant Known X Produced ID
Type of ID

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