# NOV-18-1996 1:07 PM

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DIVISION OF CORPORATIONS TO:

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

PAX #: (305)541-3770

NAME: FGJ, CORP.

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AUDIT NUMBER..... H96000016243

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

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# ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: FGJ, CORP.

WITH THE PRINCIPAL PLACE OF DUSINESS LOCATED AT:

1500 BAY ROAD #603 MIAMI BEACH, FLORIDA 33139

### 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 AF ONE DOLLAR (\$ 1.60) 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:

1500 BAY ROAD #603 MIAMI BEACH, FLORIDA 33139 (305) 538-2389

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

JOAO GILBERTO FAJARDO

Prepared by: Guilleraio unieta 2320 west 68<sup>th</sup> street Halkailpi. 13016

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# ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE I 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 (I). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

JOAO GILBERTO FAJARDO - PRESIDENT & DIRECTOR-

## ARTICLE VII -- INCORPORATOR

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

JOAO GILBERTO MAJARDO 1508 BAY ROAD #603 MIAMI BEACH, FLORIDA 33139

# 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

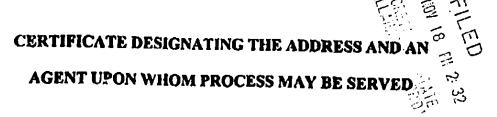
THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 18TH DAY OF NOVEMBER OF 1996.

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#### WITNESSETH:

THAT FGJ, 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 TLORIDA, HAS APPOINTED JOAO GILBERTO FAJARDO, AS ITS AGENT TO AC. LPT SERVICE OF PROCESS WITHIN THE STATE.

#### ACKNOWL GMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF FGJ, 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 SALD CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 18<sup>TM</sup> DAY OF NOVEMBER, 1996.

Register Agent

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