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NOVEMBER 19, 1996

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*****70.00 *****70.00

TO: ARTICLES OF INCORPORATION DEPARTMENT

RE: ENGLISH TRANSLATION

PLEASE NOTE THE ENGLISH TRANSLATION FOR "GRUPO DEL CONTE, INC."
IS AS FOLLOWS "THE CONTE GROUP, INC."

FROM: ZABIDA HASIN
6501 NW 36th Street, 100
MIAMI, FL. 33166

FILED
96 NOV 22 AM 10: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APK 12/2

ARTICLES OF INCORPORATION

FILED
96 NOV 22 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GRUPO DEL CONTE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6501 NW 36th Street
Suite 100
Miami, Florida 33166

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares at \$1.00 per share

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Zabida Hasin
6501 NW 36th Street
Suite 100
Miami, fl. 33166

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ZABIDA HASIN, PRESIDENT
6501 NW 36th STREET
SUITE 100
MIAMI, FLORIDA 33166

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19th day of November, 1996.

Zabida Hasin _____
Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
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.

FILED
96 NOV 22 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: GRUPO DEL CONTE, INC.

2. The name and address of the registered agent and office is:

ZABIDA HASIN

(NAME)

6501 NW 36th Street, Suite 100

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida 33166

(CITY/STATE/ZIP)

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.

Z. Hasin

(SIGNATURE)

Nov 19, 1996

(DATE)