

H96000099358

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MAKE A CHANGE, CORP.

AUDIT NUMBER.....H96000017226

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

CERT. OF STATUS..0

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CERT. COPIES.....1

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EMPIRE CORPORATE KIT

P.02/08



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 9, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MAKE A CHANGE, CORP.
REF: W96000025772

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: B96000017226
Letter Number: 096A00055024

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ARTICLE OF INCORPORATION OF H96 000017226
MAKE A CHANGE, CORP.

ARTICLE I NAME

The name of this corporation is MAKE A CHANGE, CORP.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$ 1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
8001 N.W. 7 ST # 8
MIAMI, FL 33126
TEL: (305) 265-1547

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ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 209 Hendricks Isle, Fort Lauderdale, FL 33301. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Ferruccio Guasone President-Treasure	209 Hendricks Isle Fort Lauderdale, FL 33301
Soraia Serralbo Vice-President - Secretary	209 Hendricks Isle Fort Lauderdale, FL 33301

ARTICLE VIII SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Ferruccio Guasone	209 Hendricks Isle Fort Lauderdale, FL 33301	60 %
Soraia Serralbo	209 Hendricks Isle Fort Lauderdale, FL 33301	40 %

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ARTICLE IX 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 stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Corporation be made.

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

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ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 209 Hendricks Isle, Fort Lauderdale, FL 33301 and the name of the initial registered agent of this corporation at that address is Soraia Serralbo.

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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.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. MAKE A CHANGE, CORP., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the Broward, State of Florida, has named Soraia Serralbo, located at 209 Hendricks Isle County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

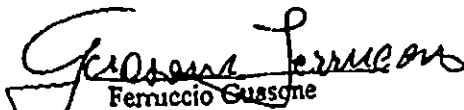

Soraia Serralbo

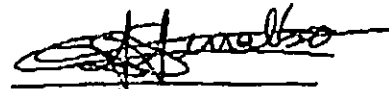
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BROWARD COUNTY
FLORIDA

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Corporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 05 day of December, 1996.


Ferruccio Gussone


Soraia Serralbo

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