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12/10/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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EFFECTIVE DATE
12-10-96

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: FACRO INTERNATIONAL CORP.

AUDIT NUMBER.....H96000017283

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

H96000017283

FACRO INTERNATIONAL CORP.

ARTICLE I
NAME

The name of this corporation is: FACRO International Corp.

ARTICLE II
DURATION

This corporation shall exist on a perpetual basis commencing on the date of the signing of these Articles.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, said shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V
CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI
FURTHER AND OTHER POWERS

The corporation shall have all powers given to it by the laws of the State of Florida, now or hereafter, and any specific power enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE VII
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

PREPARED BY:
CHARLES H. GELMAN, P.A.
1025 INRAHAM BUILDING
25 S.E. 2nd AVENUE
MIAMI, FLORIDA 33131
(305) 579-9100
FLORIDA BAR NO. 270067

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EFFECTIVE DATE
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ARTICLE VIII
INITIAL BOARD OF DIRECTORS

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This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Board of Directors is as follows:

Fernando Acosta, 1201 Hardee Road, Coral Gables, Florida 33146.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is:

Fernando Acosta, 1201 Hardee Road, Coral Gables, Florida 33146.

ARTICLE X
INITIAL REGISTERED AGENT

The street address of the initial registered agent is:

Fernando Acosta
1201 Hardee Road, Coral Gables, Florida 33146.

ARTICLE XI
INITIAL OFFICE OF THE CORPORATION

The street address of the initial office of the Corporation is:

1201 Hardee Road, Coral Gables, Florida 33146.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this SIXTH day of December, 1996.


FERNANDO ACOSTA

STATE OF FLORIDA)

ss:
COUNTY OF DADE)

I HEREBY CERTIFY that before me, personally appeared, Fernando Acosta, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed the same.

WITNESS my hand and official seal in the State of Florida, County of Dade, on this SIXTH day of December, 1996.

My commission expires:


Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV. 21, 1994
BORNED THRU GENERAL INS. LTD.

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EMPIRE CORPORATE KIT

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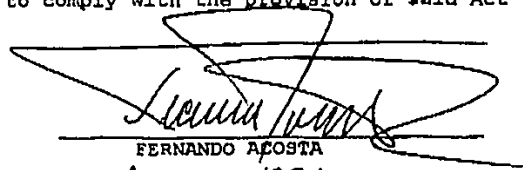
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First-----That FACRO International Corp., desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at City of Coral Gables, County of Dade, State of
Florida, has named Fernando Acosta, located at 1201 Hardee Road, as its agent to
accept service of process within this State.

ACKNOWLEDGEMENT

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


FERNANDO ACOSTA

Dec. 6, 1996

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