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FLORIDA DIVISION OF CORPORATIONS
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((H97000000439 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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ACCT#: 071001002335

FAX #: (305)716-0346

NAME: JUPASA CORPORATION

AUDIT NUMBER.....H97000000439

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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**ARTICLES OF INCORPORATION
OF
JUPASA CORPORATION**

ARTICLE I. NAME.

The name of the corporation is JUPASA CORPORATION

ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is at
14629 S. W. 104 Street #281
Miami, Fl 33186

ARTICLE III. REGISTERED AGENT.

The registered agent for the Corporation is JUAN G.
LLANO and the address to be used for service to the
Corporation shall be 14629 S.W. 104th Street #281
Miami, Fl 33186

ARTICLE IV. BOARD OF DIRECTORS.

(I) The Corporation shall have a minimum of one (1)
director, and shall have one (1) director initially. The
number of directors may be increased from time to time by
amendment of the By-laws

(II) The name and address of the person who is to
serve as director until the first annual meeting of
shareholders or until its successors are elected and
qualify, is:

JUAN G. LLANO
14629 S. W. 104th Street #281
Miami, Florida 33186

ARTICLE V. INCORPORATOR.

The names and addresses of the incorporator is as
follows:

JUAN G. LLANO
14629 S. W. 104th Street #281
Miami, Florida 33186

Prepared by: JUAN G. LLANO
14629 SW 104th St. #281
Miami, Fl 33186
(305) 383-0710

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ARTICLE VI. DURATION.

The Corporation shall have perpetual existence.

ARTICLE VII. PURPOSES.

The purposes for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE VIII. POWERS.

The corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE IX. CAPITAL STOCK.

Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

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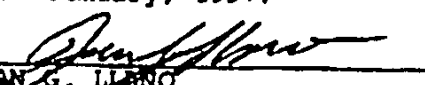
ARTICLE X. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is One Thousand dollars (\$1000.00)


ARTICLE XI. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director of directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director of directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand this 8th day of January, 1997.


JUAN G. LLANO
14629 SW 104th St. #281
Miami, FL 33186

I understand, accept and assume the duties and responsibilities of the position of Registered Agent of the aforementioned Corporation.


JUAN G. LLANO
14629 SW 104th St. #281
Miami, Florida 33186
Phone: (305) 383-0710

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