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-01/08/97-01073-019
****131.25 ****131.25

TRANSMITTAL LETTER

P4700003781

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800002050888-5
-01/08/97-01073-019
****131.25 ****131.25

SUBJECT: Gamberwell Enterprises Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Errol Elliott
Name (printed or typed)

13080 N.W. 7th Ave.
Address

Miami Fla. 33168
City, State & Zip

(305-687-1070
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 JAN - 8 PM 2: 36

FILED

NOTE: Please provide the original and one copy of the articles.

.ARTICLES OF INCORPORATION

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.

FILED
97 JAN - 8 PM 2:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

CAMBERWELL ENTERPRISES INC.

ARTICLE II PRINCIPAL OFFICE

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

13080 N.W. 7th Ave.

Miami Fla. 33168

ARTICLE III SHARES

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

200

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Errol Elifott

13080 N.W. 7th Ave.

Miami Fla. 33168

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):

Errol Elliott

Emmanuel Dubois

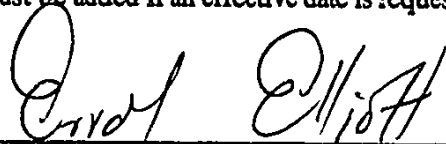
13080 N.W. 7th Ave.

Miami, Fla. 33168

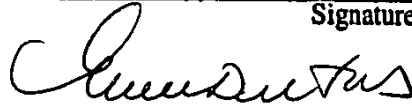
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

5 day of January, 19 97.

(An additional article must be added if an effective date is requested.)



Signature



Signature

Signature

Notarization is not required

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.

1. The name of the corporation is: CAMBERWELL ENTERPRISES INC.

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

Errol Elliott
(NAME)

13080 N.W. 7th Ave.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami Fla. 33168
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

Errol Elliott
(SIGNATURE)

January 5, 1997
(DATE)