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TRANSMITTAL LETTER

FILED

97 JAN 24 PM 12:31

SECRET
TALLAHASSEE, FLORIDA

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

SUBJECT: South Florida A.S. Group, Inc.
(Proposed corporate name - must include suffix)

400002067824--5
-01/24/97--01068--002
*****70.00 *****70.00

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

FROM: Cesar B. Sordo, P.A.
Name (Printed or typed)

3191 Coral Way 3rd Floor
Address

Miami, FL 33145
City, State & Zip

(305) 443-6163
Daytime Telephone number

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

TH
1-29-97

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is **SOUTH FLORIDA A.S. GROUP, INC.**

ARTICLE II - Principal Office

The mailing address of this corporation shall be: 3191 Coral Way
Third Floor
Miami, FL 33145

ARTICLE III - Purpose

This corporation is organized for the purpose of any and all business pursuant to the laws of the State of Florida.

ARTICLE IV- Capital Stock

This corporation is authorized to issue 100 shares of \$.10 par value common stock which shall be designated as "Common Shares".

ARTICLES V - Initial Registered Agent

The street address of the registered office of this corporation is 3191 Coral Way, Third Floor, Miami, Florida 33145 and the name of the registered agent of this corporation at that address is Cesar R. Sordo, Esq.

ARTICLE VI - Board of Directors

The Corporation shall initially have two Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

Jorge Sarria
3191 Coral Way
Third Floor
Miami, Florida 33145

Jorge E. Andino
14429 S.W. 124 Court
Miami, Florida 33186

Mike Alvarez
3191 Coral Way
Third Floor
Miami, Florida 33145

Cesar R. Sordo
3191 Coral Way
Third Floor
Miami, Florida 33145

ARTICLE VII - Incorporator

The name and address of the Incorporator signing these Articles is Cesar R. Sordo, Esq.
3191 Coral Way
Third Floor
Miami, Fl 33145

ARTICLE VIII - 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.

ARTICLE IX - Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of the signing.

Dated: January 13th, 1997

Cesar R. Sordo, Esq.



Incorporator

Certificate designated place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that South Florida A.S. Group, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Cesar R. Sordo, Esq. located at 3191 Coral Way, Third Floor, Miami, Florida as its agent to accept service of process within Florida.

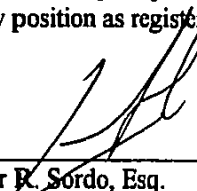
Dated: January 13th, 1997



Cesar R. Sordo, Esq.
Fla Bar No. 947946

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 13th, 1997



Cesar R. Sordo, Esq.
Fla Bar No. 947946

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