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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ZAMNIE CORPORATION

AUDIT NUMBER.....H97000001702

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

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ARTICLES OF INCORPORATION OF
ZAMNIE CORPORATION

H97000001702

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms the corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ZAMNIE CORPORATION

The principal place of business of this corporation shall be:

C/O: LUIS DE LA CRUZ, PRESIDENT
420 N.W. 133 STREET MIAMI, FLORIDA 33168

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000 shares of common stock having \$1.00 per value per share, all of one class.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 420 N.W. 133 STREET MIAMI, FLORIDA 33168 and the name of the initial registered agent of the corporation at that address is LUIS DE LA CRUZ.

Prepared by:

Magda Montiel Davis, P.A.

2650 S.W. 27 Avenue, Ste. 300

Miami, Florida 33133

Attorney State License # 236901

(305) 446-1151

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have a board of directors consisting of no less than one director. The initial Board of Directors shall be:

LUIS DE LA CRUZ, President

420 N.W. 133 STREET MIAMI, FLORIDA 33168

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: **LUIS DE LA CRUZ, 420 N.W. 133 STREET MIAMI, FLORIDA 33168**

ARTICLE IX. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

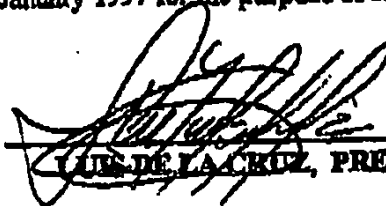
All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

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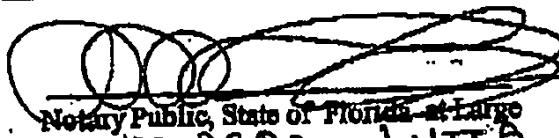
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IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this 16th day of January 1997 for the purpose of forming this Corporation under the laws of the State of Florida.

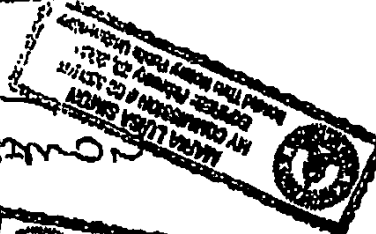

LUIS DE LA CRUZ, PRESIDENT

STATE OF FLORIDA)
: SS
COUNTY OF DADE)

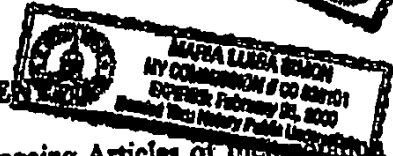
The foregoing instrument was acknowledged before me this 16th day of January, 1997. By LUIS DE LA CRUZ, who is personally known to me and who did take an oath.


Notary Public, State of Florida - at Large
MARIA LUISA SIMON

My Commission Expires: 2-28-2000

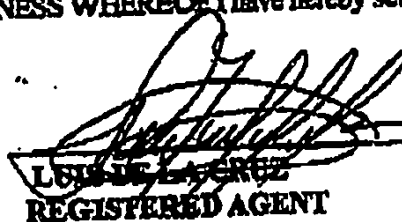


ACCEPTANCE OF APPOINTMENT



The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

IN WITNESS WHEREOF I have hereby set my hand and seal this 16th day of January, 1997.


LUIS DE LA CRUZ
REGISTERED AGENT

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