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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: KABA-ALA, INC.

AUDIT NUMBER.....H97000005935

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

CERT. OF STATUS..1

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

KABA-ALA, INC.

The undersigned, for the propose of forming a corporation under Chapter 607 of Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is KABA-ALA, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value per share common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered corporation is 2980 SW 35 AVE, Miami, FL 33133, and the name of the registered agent of this corporation at that address is JUAN R. PEREZ. The address of the corporation's principal business office is 2980 SW 35 AVE, Miami FL 33133.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

This document Prepared by:
Juan R. Perez
2960 S.W. 35th Ave
Miami, FL 33133
(305) 829-7325

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<u>NAME</u>	<u>ADDRESS</u>
JUAN R. PEREZ	2980 SW 35 AVE Miami, FI 33133
<u>NAME</u>	<u>ADDRESS</u>
ALCYON PEREZ	2960 SW 35 AVE MIAMI, FI 33133
<u>NAME</u>	<u>ADDRESS</u>
SUSANA ROGNONE	2980 SW 35 AVE MIAMI, FI 33133

ARTICLE VII - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
JUAN R PEREZ	2960 SW 35 AVE Miami, Fl. 33133

ARTICLE VIII - BY - LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in Board of Directors.

ARTICLE IX - NO PREEMPTIVE RIGHTS

The Common Shares are not subject to preemptive rights.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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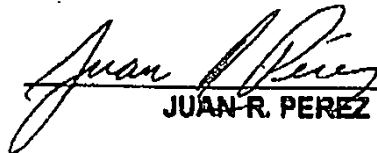
ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of April, 1997.


JUAN R. PEREZ

STATE OF FLORIDA

)
:SS.:
)

COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me, _____
_____, the undersigned authority, this _____ day of _____
1997, by JUAN R. PEREZ, who is personally know to me or who provided me with _____
_____ as identification, and who did/did not take an oath

NOTARY PUBLIC, State of Florida at Large
My commission expires :

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DESIGNATION OF RESIDENT AGENT

(Attached to the Articles of Incorporation of
KABA-ALA, INC.
and made Part Thereof)

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, KABA-ALA, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **JUAN R. PEREZ**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


JUAN R. PEREZ,
Resident Agent

This document Prepared by:
Juan R. Perez
2060 SW 35 AVE
Miami, FL 33133

FILED
97 APR 10 AM 9:39
CLERK
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI