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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4001

FROM: CONTINENTAL STAMP &
SEAL
8744 SW 133rd STREET
MIAMI, FLORIDA 33176-5929
CONTACT: DEBBIE HOLZBERG
PHONE: (305) 232-2226
FAX: (305) 238-6422

((H97000005884))) DOCUMENT TYPE: FLORIDA CORPORATION OR P.A.

NAME: S&S SECURITIES, CORP.

FAX AUDIT NUMBER: H97000005884

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W97-8430

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97 APR 16 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 APR 16 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S&S SECURITIES, CORP.

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.

ARTICLE I NAME

The name of the corporation shall be:

S&S SECURITIES, CORP.

ARTICLE II PRINCIPAL OFFICE

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

SUITE #809
444 BRICKELL AVE
MIAMI, FLORIDA 33131

ARTICLE III CAPITAL STOCK

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

ONE MILLION

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of initial registered agent is:

DARIO SARMIENTO
SUITE 809
444 BRICKELL AVE
MIAMI, FLORIDA 33131

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DEBBIE HOLZBERG
CONTINENTAL STAMP & SEAL
8744 S. W. 133 STREET
MIAMI, FLORIDA 33176 - 5929
(305) 232 - 2226

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Dario Sarmiento 3508 Crystal View Court, Miami, Florida 33133

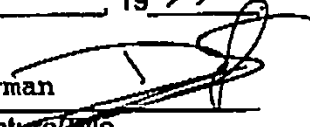
Luis Bethart 7600 S.W. 117 Street, Miami, Florida 33156

Bayard Spector 9999 S.W. 89th Court Miami, Florida 33176

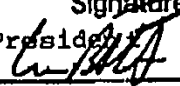
The undersigned has(have) executed these Articles of Incorporation this

10th day of April, 19 97

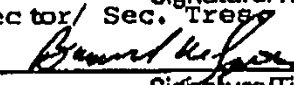
Dario Sarmiento / Chairman


Signature/Title

Luis Bethart / President


Signature/Title

Bayard Spector / Sec. Treas.


Signature/Title

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DEBBIE HOLZBERG
CONTINENTAL STAMP & SEAL
8744 S.W. 133 STREET
MIAMI, FLORIDA 33176-5929
(305) 232-2220

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 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: S&S SECURITIES, CORP

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

DARIO SARMIENTO
(NAME)

444 BRICKELL SUITE 809

((P.O. BOX NOT ACCEPTABLE))

MIAMI, FLORIDA 33131

(CITY/STATE/ZIP)

SIGNATURE [Signature]

(corporate officer)

TITLE CHAIRMAN

DATE APRIL 10, 1997

HAVING BEEN NAME 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 TO OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

DATE 4/10/97

H970000005884

DEBBIE HOLZBERG
CONTINENTAL STAMP & SEAL
8744 S. W. 133 STREET
MIAMI, FLORIDA 33176 - 5020
(305) 232 - 2228