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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.
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NAME: ACCOUNTING & CONSULTING, INC.

AUDIT NUMBER.....H9700007942

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

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mc 5/19/97

ARTICLES OF INCORPORATION

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We, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

Chapter 607 and subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be:

Shaw's Accounting & Consulting Service Inc.

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The general nature of the business to be transacted by this corporation shall be:

- a) Accounting, Bookkeeping, Corporate & Individual Taxes, Consulting, Business Planning
- b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandises, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Prepared by: Accounting & Consulting Service, Inc.

20451 NW 2nd Ave. Ste. 106 Miami, Fl 33169

(305) 696-4450

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f) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporation formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time shall be 500
common stock 0 Par Value

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

The principal office of the corporation shall be located at:

20451 N.W. 2nd Avenue

Suite 106

Miami, Florida 33169

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Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE

This corporation shall have 1 director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1), not more than five (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled nor shall anything contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though (specifically herein)

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers, of such other

corporation. Any director, individual or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action shall upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

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ARTICLE SIX

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

Devon Silvera
7724 Fairway Blvd
Miramar, Fl

President/Sec.
Director

OFFICERS

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Devon Silvera

President

ARTICLE SEVEN

The names and post office addresses of each of the subscribers to these Articles of Incorporation are as follows:

NAMES

ADDRESSES

Devon Silvera

7724 Fairway Blvd
Miramar, Fl

ARTICLE EIGHT

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless

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otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

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ARTICLE ELEVEN

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE TWELVE

The registered Agent for service of process in the State of Florida, and its registered office shall be:

ARTICLE THIRTEEN

The shareholders may at their sole direction, repeal, alter or amend the By-Laws of this Corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this 13th day of MAY 19 97

Devon Silvera
Devon Silvera, President/Secretary

ACKNOWLEDGEMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of: Shaw's Accounting & Consulting Service Inc.


to accept service of process, hereby accepts such designation.

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STATE OF FLORIDA |

COUNTY OF DADE |

SS


Joan Shaw 20451 N.W. 2nd Avenue
Suite 106
Miami, Fl 33169

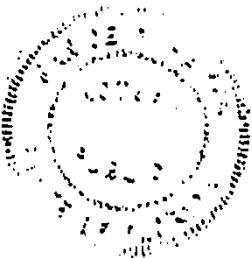
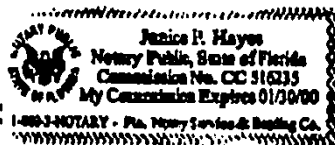
BEFORE ME, the undersigned authority, duly authorized to
administer oaths and take acknowledgements, personally appeared:
Joan Shaw

to me well known and known to me to be the persons described in.
who after first being duly sworn, executed the foregoing Articles
of Incorporation, freely and voluntarily for the purpose therein
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal, at Miami, said County and State, this 13th day of
May, 19 97.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



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97 MAY 16 AM 7:32
TALLAHASSEE, FLORIDA

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