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CONTACT: RAY STORMONT

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NAME: CONQUEZ, INC.

AUDIT NUMBER.....H97000008639

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1997

EMPIRE CORPORATE KIT CO

SUBJECT: CONQUEZ, INC.
REF: W97000012332

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FAX Aud. #: H97000008639
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STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

CONQUEZ, INC.

PREPARED BY:

CAPITAL ACCOUNTS
ADELFO ROQUE
ACCOUNTING OFFICE
8064 W 14TH COURT
HIALEAH, FLORIDA 33014
(305) 556-8240

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CONQUEZ, INC.**

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TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation under the Florida Statute 607, as amended, do hereby form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

CONQUEZ, INC.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and the general nature of the business to be conducted are as follows:

o To engage in any business, activity, or endeavor which is lawful under the laws of the State of Florida.

ARTICLE III

INITIAL PRINCIPAL PLACE OF BUSINESS

The initial place of business is 3755 SW 129th Avenue, Miami, Florida 33175.

ARTICLE IV

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

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ARTICLE V

CAPITAL STOCK

The maximum shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of Common Stock with One Dollar (\$1.00) par value.

ARTICLE VI

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than One Hundred (\$100) Dollars.

ARTICLE VII

SUBSCRIBERS

The name and address of the subscribers of these Articles of Incorporation are as follows:

Betty Vazquez de Rincon
3755 SW 129th Avenue
Miami, FL 33175

Günther A. Rincon
3755 SW 129th Avenue
Miami, FL 33175

ARTICLE VIII

DIRECTORS

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-laws of this corporation, but shall never be less than one (1).

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ARTICLE XIX

INITIAL BOARD OF DIRECTORS

The name and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-laws, and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and qualified, is:

President/Treasurer

Betty Vazquez de Rincon
3755 SW 129th Avenue
Miami, FL 33175

Secretary/VP

Gwather A. Rincon
3755 SW 129th Avenue
Miami, FL 33175

ARTICLE X

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI

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/she already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is 3755 SW 129th Avenue Miami, Florida 33175, and the name of the initial Registered Agent of this corporation at that address is Betty Vazquez de Rincon.

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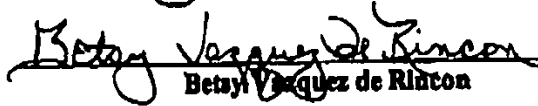
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ARTICLE XIII

INDEMNIFICATION

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

DATED the 21 day of May, 1997.


Betsey Vazquez de Rincon

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Betsey Vazquez de Rincon, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the City of Miami, Dade County, State of Florida, this 21 day of May, 1997.


Notary Public

My commission expires:

 ANTONIO R. LOPEZ
COMMISSION # 00498849
EXPIRES SEP 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-that **CONQUEZ, INC.**

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named Betsy Vazquez de Rincon, located at 3755 SW 129th Avenue, Miami, Florida 33175 as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Betsy Vazquez de Rincon
Registered Agent

97 MAY 28 AM 11:05
TALLAHASSEE, FLORIDA

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