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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FAIR WORLD ENTERPRISES, CORP.

AUDIT NUMBER.....H97000009460

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

6/10/97

H 97000009460 ARTICLES OF INCORPORATION

of
FAIR WORLD ENTERPRISES, CORP.

(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FAIR WORLD ENTERPRISES, CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares (100) of 100 Dollar(s) (\$ 1.00) per value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	DONALD J. FAIR		
ADDRESS	6929 NW 173 DRIVE # I-201		
CITY	MIAMI	FLORIDA	ZIP 33015

The principal office, if known, or the mailing address of the corporation is:

NAME	DONALD J. FAIR		
ADDRESS	6929 NW 173 DRIVE # I-201		
CITY	MIAMI	FLORIDA	ZIP 33015

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial director(s) of the corporation are as follows:

NAME	DONALD J. FAIR		
ADDRESS	6929 NW 173 DRIVE # I-201		
CITY	MIAMI	STATE FLORIDA	ZIP 33015
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

PREPARED BY: BLANCO ACCOUNTING & TAX SERVICE
2360 WEST 48 STREET SUITE 126
MIAMI, FL 33106

LUIS MANUEL BLANCO
PHONE: (305) 356-3443

SEMINOLE COUNTY MIAMI 012101315

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EMPIRE CORPORATE KIT

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ARTICLE VII INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	DONALD J. FAIR		
ADDRESS	6929 NW 173 DRIVE # I-201		
CITY	MIAMI	STATE	FL - ZIP 33015
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 9 day of JUNE, 19 97.

Donald J. Fair (Seal)
 _____ (Seal)
 _____ (Seal)

PREPARED BY: DIANCO ACCOUNTING & TAX SERVICE
 2340 WEST 48 STREET STE 126
 MIAMI, FL 33014
 1475 MANUEL BLANCO
 PHOENIX (303) 536-1441

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

FAIR WORLD ENTERPRISES, CORP.

(name of corporation)

FILED
97 JUN 10 AM 7:43
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 6929 NW 173 DRIVE # 1-201

MIAMI, FL 33015

has named DONALD J. FAIR

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

PREPARED BY: MANCO ACCOUNTING & TAX SERVICE
3360 WEST 68 STREET STE 114
MIAMI, FL 33016
LUIS MANUEL BLANCO
PHONE: (305) 556-1443

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