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6/26/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335  
CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839 FAX #: (305)716-0346  
NAME: SOTO & GONZALEZ, C.P.A.'S P.A.  
AUDIT NUMBER.....H97000010604  
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
SOTO & GONZALEZ, C.P.A.'s, P.A.

ARTICLE I  
NAME & ADDRESS:

The name of this corporation is SOTO & GONZALEZ, C.P.A.'s, P.A. and the address is 3850 S.W. 87 Avenue, Suite 305, Miami Florida 33165.

ARTICLE II  
DURATION

This corporation is to exist perpetually and it shall commence its existence on the date of filing of the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III  
PURPOSE

The purpose of this corporation is to transact any and all business permitted under the laws of the United States of America and the laws of the State of Florida, Accounting and Tax Services.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 100 shares of Common stock at \$1.00 par value.

Shares may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors.

Treasury shares may be disposed of by the corporation for such consideration may be determined from time to time by the board of directors.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

PREPARED BY:  
MANNY G. SOTO  
3850 SW 87 AVE., SUITE 305  
MIAMI, FLORIDA 33165  
(305) 225-1492

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**ARTICLE V  
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 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 VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be 3850 S.W. 87 Avenue, Suite 305, Miami, Florida 33165.

The name of the initial registered agent at this address shall be Magdeline Gonzalez.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one.

**ARTICLE VIII  
INITIAL DIRECTORS**

The names and addresses of the members of the initial Board of Directors of this corporation are:

Manuel G. Soto, President  
3850 S.W. 87 Avenue #305  
Miami, Florida 33165

Magdeline Gonzalez, Vice Pres  
3850 S.W. 87 Avenue #305  
Miami, Florida 33165

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of the corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter begun a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against or be reimbursed for, any expense 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 provisions shall not include any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

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 individually, or any firm of which any director may be a member, may be a part to, or any may be pecuniarily or otherwise interested in, any contract to transaction of the corporation, provided that the fact be, or such firm so interested shall be disclosed or shall 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 upon any such contract or transaction shall be taken; and any director of the corporation which is also a director or officer of such other corporation or 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 her were no such director or officer or such other corporation or not so interested.

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ARTICLE X  
REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI  
INCORPORATORS

The name and address of the subscriber to these Articles of Incorporation is Magdalena Gonzalez, 3850 SW 87 Avenue, Suite 305, Miami, Florida 33165.

ARTICLE XII  
BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed by new by-laws adopted by the shareholders, and the shareholders may prescribe in any by-laws made by them, that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII  
POWERS

This corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the director of the Board of Directors.

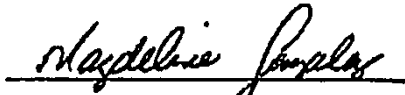
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**ARTICLE XIV  
AMENDMENT**

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 26 th day of June 1997.



Magdeline Gonzalez

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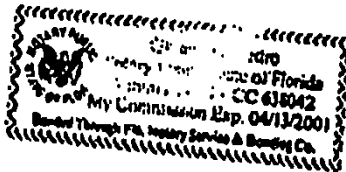
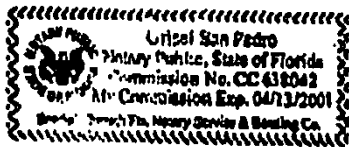
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STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county aforesaid, personally appeared Magdaline Gonzalez known to me to be the one who executed the foregoing Article of Incorporation and also provided proper identification before signing. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this the 26 th day of June 1997.

*Ortiz San Pedro*

Notary Public  
State of Florida at Large



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That SOTO & GONZALEZ, C.P.A.'s, P.A. desiring to be organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, State of Florida, has named Magdaline Gonzalez as agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

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

  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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