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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: 2 BROTHERS ENTERPRISES CORPORATION GROUP CORP.
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ATTN: Becky McKnight

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: 2 BROTHERS ENTERPRISES GROUP CORP.
REF: W97000016238

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Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION

OF

2 BROTHERS ENTERPRISES GROUP CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE UNDERSIGNED ACTING AS SUBSCRIBER OF A CORPORATION UNDER THE FLORIDA CORPORATION LAW, ADOPT THE FOLLOWINGS ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION IS, 2 BROTHERS ENTERPRISES GROUP CORP.

ARTICLE II

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED TO ENGAGE IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS 50 SHARES OF COMMON STOCK, AS WHICH COMMON SHALL BE OF NO PAR VALUE. ALL STOCK IS TO ISSUED AS FULLY PAID AND EXEMPT FROM ASSEMENT.

ARTICLE IV

THE CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN FIVE UNDRED DOLLARS.

ARTICLE V

THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

ARTICLE VI

THE INITIAL POST OFFICE ADDRESS AND PRINCIPAL OFFICES OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE AT 10441 N.W. 30 PL, MIAMI, FLORIDA 33147.

Prepared by: Silvia Febles
10441 NW 30 Pl.
Miami, FL 33147
(305) 836-1619

H97000011435

ARTICLE VII

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO AND OTHER ADDRESS WITHIN THE STATE OF FLORIDA.

ARTICLE VIII

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN (1) NOR MORE THAN (5).

ARTICLE IX

THE NAME AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND SLATE OF CORPORATE OFFICERS ARE,
GERALDO J. MARTINEZ, PRASIDENT, 10442 NW 30 PL, MIAMI, FL, 33147.
SILVIA FEBLES, VICE-PRESIDENT & TREASURER, 10441 NW 30 PL, MIAMI, FL 33147
ROGELIO ARTIGAS JR., SECRETARY, 10441 NW 30 PL, MIAMI, FL 33147.

ARTICLE X

NO STOCKHOLDERS OF THE CORPORATION SHALL BE PERMITTED TO SELL OR OFFER FOR SALE HIS SHARES OF THE STOCK IN THE CORPORATION WITHOUT FIRST OFFEREING SAID SHARE FOR SALE TO ALL OTHER STOCKHOLDERS OF THE CORPORATION, AT THEIR BOOK VALUE. THE REMAINING STOCKHOLDERS MAY PURCHASE ALL OR ANY PART OF THE SHARES OF STOCK OFFERED FOR SALE BY THE OTHER STOCKHOLDERS.

ARTICLE XII

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER 1244 OF INTERNAL REVENUE CODE, IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVED THE BENEFITS THERE UNDER.

ARTICLE XII

THE NAME AND POST OFFICE ADDRESS OF THE PERSON SUVSCRIBED THIS ARTICLES OF INCORPORATION IS, SILVIA FEBLES, 10441 NW 30 PL, MIAMI, FL .

33147

ARTICLE XIII


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IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS

THIS 14 DAY OF JULY, 19 97.



SILVIA PEBLES, SUBSCRIBER (SEAL (



REGISTERED AGENT (SEAL (

(SEAL (

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME,
AND OFFICER DULY AUTHORIZED TO TAKE ACKNOWLEDGMENTS AND ADMINISTAR
OATHS IN THE STATE OF FLORIDA. SILVIA PEBLES.

TO ME WELL KNOWN TO BE THE PERSONS DESCRIBED IN AND WHO EXECUTED
THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED
BEFORE ME THAT THEY EXECUTED THE SAME FREELY AND VOLUNTARILLY FOR
THE PURPOSE THEREIN EXPRESSED.

WITNESS, MY HAND AND OFFICAL SEAL THIS 14 DAY OF JULY,
19 97, AT MIAMI COUNTY OF DADE STATE OF FLORIDA.

NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE.

MY COMMISSION EXPIRES.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

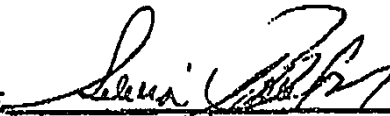
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS, 2 BROTHERS ENTERPRISES GROUP CORP.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS.

SILVIA FEBLES, AT 10441 NW 30 PL, MIAMI, FLORIDA 33147.

SIGNATURE

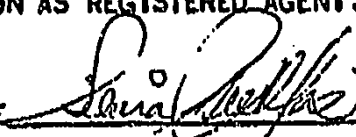


TITLE VICE- PRESIDENT.

DATE 7/16/97.

HAVING BEEN NAMED AS 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 AGREED 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 THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE 7/16/97.