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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: GRUPO NANA CORP.

AUDIT NUMBER.....H97000012719

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

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** ENTER 'M' FOR MENU. **

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Translation: Nano Group Corp.

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SEC. STATE
TALL. FLORIDA

ARTICLES OF INCORPORATION
OF
GRUPO NANO CORP.

ARTICLE I-NAME

The name of this Corporation is:
GRUPO NANO CORP.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue (THREE HUNDRED) 300 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is MIGUEL A. NANO BERMUDEZ, 17800 South Dixie Hwy, Miami, Fl 33157. The principal place of business of the Corporation shall be 17800 South Dixie Hwy, Miami, Fl 33157.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have six(6) Directors initially. The number of Director may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initials Directors are:

NAME	ADDRESS
MIGUEL A. NANO BERMUDEZ PRESIDENT - 16.67	17800 South Dixie Hwy Miami, Fl 33157
CARPENTIER J. NANO BERMUDEZ VICE-PRESIDENT - 16.67	17800 South Dixie Hwy Miami, Fl 33157
SILVIA D. NANO BERMUDEZ DIRECTOR - 16.67	17800 South Dixie Hwy Miami, Fl 33157
MARCO A. NANO BERMUDEZ DIRECTOR - 16.67	17800 South Dixie Hwy Miami, Fl 33157

Prepared by: Demar Accounting Inc.
1930 W. 84th St., Suite 77
Hialeah, FL 33014

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SILVIA D. NANO BERMUDEZ

SILVIA D. NANO BERMUDEZ
DIRECTOR

MARCO A. NANO B.

MARCO A. NANO BERMUDEZ
DIRECTOR

Rosa V. NANO BERMUDEZ

ROSA V. NANO BERMUDEZ
DIRECTOR

ALDO E. NANO BERMUDEZ

ALDO E. NANO BERMUDEZ
DIRECTOR

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ROSA V. NANO BERMUDEZ
DIRECTOR - 16.67

17800 South Dixie Hwy
Miami, Fl 33157

ALDO E. NANO BERMUDEZ
DIRECTOR - 16.67

17800 South Dixie Hwy
Miami, Fl 33157

ARTICLES VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII-INDEMNIFICATION

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

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or serie as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

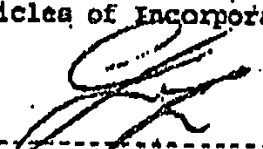
ARTICLE X-INCORPORATOR

The person signing these articles is MIGUEL A. NANO BERMUDEZ, 17800 South Dixie Hwy, Miami, Fl 33157.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 4 day of August, 1997.


MIGUEL A. NANO BERMUDEZ
PRESIDENT

Carpentier. NANO B.
CARPENTIER J. NANO BERMUDEZ
VICE-PRESIDENT

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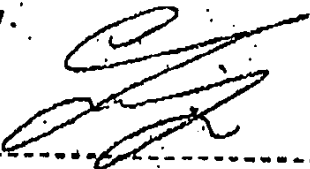
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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.

First that GRUPO NANO CORP. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation has named MIGUEL A. NANO BERMUDEZ located at MIAMI, FL, County of DADE, State of Florida, as its agent to accept service of process within this state.

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 AGREE 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this August 4, 1997.



MIGUEL A. NANO BERMUDEZ
Registered Agent

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