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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.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 399-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: 3A & D, INC.

AUDIT NUMBER.....H97000012761

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

3 A & D, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

3 A & D, INC.

The address of the principal office of this corporation shall be: 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1.00 par value per share.

Prepared by: M.A. Martin & Assoc.
048 Brickell # 830
Miami, FL 33131
(305) 374-4422

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ARTICLE IV

REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Miguel A. Martin.

ARTICLE V

EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Denis Pinault
848 Brickell Avenue
Suite 830
Miami, Florida 33131

and

Alexandrine Pinault
848 Brickell Avenue
Suite 830
Miami, FL 33131

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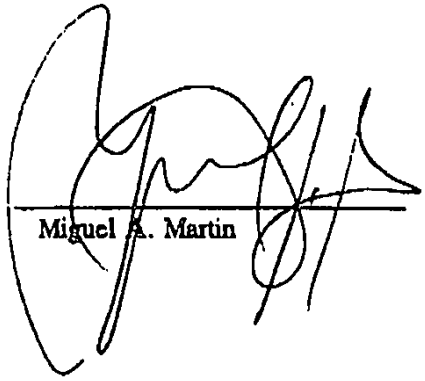
ARTICLE VII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Miguel A. Martin, Esq., 848 Brickell Avenue, Suite 830, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Miguel A. Martin, has hereunto set his hand
on this 22 day of July, 1997.

By: _____

Miguel A. Martin

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is cursive and appears to read 'Miguel A. Martin'.

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**ACCEPTANCE OR REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Miguel A. Martin, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with, and accepts the obligations of the position of Registered Agent under Section 607.0505. of the Florida Statutes.

By:

Miguel A. Martin



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STATE OF FLORIDA
TALLAHASSEE

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