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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-40

FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, ACCT#: 0766240034
CONTACT: CARLOS F ARAZOZA
PHONE: (305)444-6226 FAX #: (305)442-48

NAME: ARAZOZA & COMPANY, P.A.
AUDIT NUMBER.....H97000014436
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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DIVISION OF CORPORATIONS

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CERTIFICATE OF INCORPORATION

OF

ARAZOZA & COMPANY, P.A.

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Arazoza & Company, P.A.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation will provide Accounting services as permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

Prepared By: Teresa de Torres, Esq.
101 Madeira Ave.
Coral Gables, FL 33134
(305) 444-6226
Florida Bar No. 746770

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ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 101 Madeira Ave., Coral Gables, Florida 33134. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The initial members of the first Board of Directors will be determined at the organizational meeting of the corporation.

ARTICLE IX

SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock that he agrees to take and the value of the consideration therefore is: Carlos Arazoza, 101 Madeira Ave., Coral Gables, FL 33134, 1 share, \$1.00.

ARTICLE X

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 a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation made.

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ARTICLE XI

PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to provide accounting services within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of accounting practice.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

That Arazoza & Company, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, hereby designates Arazoza, Comas, de Torres & Fernandez-Fraga, P.A. as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 101 Madeira Ave., Coral Gables, Florida 33134.

WITNESS the hand and seal of the incorporators in Dade County, State of Florida, this 2nd day of September, 1997.

Carlos Arazoza
Carlos Arazoza
Subscriber

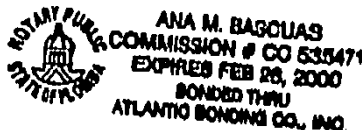
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

PERSONALLY appeared before me, Carlos Arazoza, as Subscriber, to me well known to be the Subscriber to the foregoing Articles of Arazoza & Company, P.A., and who is personally known to me, who being by me first duly sworn, acknowledges that she signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Dade County, Florida this 2nd day of September, 1997.

Ana M. Basquias
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



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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.

1. The name of the corporation is Arazoza & Company, P.A.
2. The name and address of the registered agent and office is:

Arazoza, Comas, de Torres & Fernandez-Fraga, P.A.
101 Madeira Ave., Coral Gables, FL 33134.




 Teresa de Torres
 Managing Director

Date: 9-2-97

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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.



 Teresa de Torres
 Managing Director

Date: 9-2-97

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