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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: ANDREA ROS INC.

AUDIT NUMBER.....H97000014496

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights privileges and immunities of corporation for profit.

ARTICLE I

The name of the corporation shall be:

ANDREA ROS INC.

ARTICLE II

The corporation may engage in the activity of business permitted under the laws of the United States and the State of Florida .

ARTICLE III

The maximum shares of a stock, with \$1.00 par value that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) Shares.

ARTICLE IV

The amount of capital with which this corporation will begin business not be less than FIVE HUNDRED (\$500.00) dollars.

ARTICLE V

This corporation is to have perpetual existence.

Ramsan Professional Services
5849 W. Flager Street
Miami, Florida 33144
Phone: (305) 261-3225
Esther F. Alvarez, Accountant

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ARTICLE VI

The Principal office of this corporation shall be:

6840 SW 50th TERRACE
MIAMI, FLORIDA 33155-5704

ARTICLE VII

The number of the Board of the Directors of the corporation shall not be less than one person. The names and Post Office addresses of the first Board of Directors, who are subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall be duly qualified, are:

EDUARDO Z ROMERO
6840 SW 50th TERRACE
MIAMI, FLORIDA 33155-5704

PRESIDENT

VICTOR ROMERO
6840 SW 50th TERRACE
MIAMI, FLORIDA 33155-5704

SECRETARY

ARTICLE VIII

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

EDUARDO Z ROMERO
6840 SW 50th TERRACE
MIAMI, FLORIDA 33155-5704

VICTOR ROMERO
6840 SW 50th TERRACE
MIAMI, FLORIDA 33155-5704

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ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that anyone or more of the Directors of this corporation is or are interested in, or is a Director or Officer of, or are Directors or Officers of such other corporation.

The corporation shall have the further right and power to from time to time determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this corporation, other than the stock book, or any them, shall be open to the inspection of the stock holders, and no stockholders shall have any rights of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors.

The corporation, in its By-Laws, confers powers upon its Board of Directors of Officers, in addition to the powers authorized and expressly conferred by statute. Both Stockholders and directors shall have the power, if the By-laws so provide, to hold the respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this corporation subject to the provisions to the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by herein or granted subject to this reservation.

ARTICLE X

The corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of a stock in any corporation, all or any part of the business, goodwill, rights, properties and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or the otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within their authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

To enter into general general partnerships, limited partnerships (whether the corporation be a limited or general partnership) joint ventures, syndicates, pools, associations and others arrangements for carrying on one more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

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We the undersigned being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively to abide by the Articles as herein stated.

EDUARDO Z ROMERO
EDUARDO Z ROMERO
President

STATE OF FLORIDA)
COUNTY OF DADE)SS

Ernest O. Alford
Notary Public-State of Florida
at Largo .-



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**CERTIFICATE DESIGNATING CHANGE OF PLACE BUSINESS OF DOMICILE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.**

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

That : ANDREA ROS INC.

is qualified to do business under laws of the State of Florida, with its principal
office at:

6840 SW 50th TERRACE
MIAMI, FLORIDA 33155-5704

And has appointed:

EDUARDO Z ROMERO
6840 SW 50th TERRACE
MIAMI, FLORIDA 33155-5704

As its agent to accept services of process within this State.

ACKNOWLEDGEMENTS

Having been named to accept service of process for the above stated corporation
at the place designated in the Certificate, I hereby accept to act in this capacity
and agree to comply with the provision of said Act relative to keeping open said
office.

EDUARDO Z. ROMERO
EDUARDO Z. ROMERO
AGENT

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