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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
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NAME: HERNANDEZ & RIOS, INC.

AUDIT NUMBER.....H97000015582

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HERNANDEZ & RIOS, INC.

THE UNDESIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION WILL BE: HERNANDEZ & RIOS, INC..
THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION WILL BE: THE STATE OF FLORIDA AND ALL THE UNITED STATES: 6133 SW 24 STREET
MIRAMAR, FL 33023

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATES, COUNTRY, TERRITORY, OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND IT'S VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANYONE TIME IS: ONE THOUSAND SHARES OF COMMON STOCK WITH PER VALUE OF THE (\$10.00) DOLLARS PER SHARE, ALL OF THE STOCK WILL BE PAYABLE IN CASH, REAL OR PERSONAL PROPERTY, OR LABORS, OR SERVICES IN LIEU OF CASH VALUATION OF ANY OF THE ABOVE TO BE FIXED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

Prepared by: Luis Frias
6555 NW 36 St. Ste. 104
Miami, FL 33166
(305) 876-9996

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS(E) OF THE INITIAL OFFICER(S) AND DIRECTOR(S), IF ANY, WHO WILL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSOR(S) IS/ARE ELECTED, IS/ARE:

RUTHBELIA RIOS -PRESIDENT
6133 SW 24 STREET
MIRAMAR, FL 33023

SILVIA REYES HDEZ. -VICE-PRESIDENT
6133 SW 24 STREET
MIRAMAR, FL 33023

ARTICLE VI INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS (E'S) OF THE CORPORATOR(S) TO THIS ARTICLES OF INCORPORATION IS/ARE:

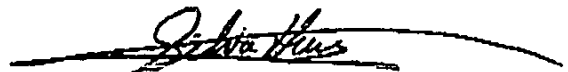
RUTHBELIA RIOS -PRESIDENT
6133 SW 24 STREET
MIRAMAR, FL 33023

SILVIA REYES HDEZ. -VICE-PRESIDENT
2248 NW 56 AVF.
LAUDERHILL, FL 33313

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS/HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 18TH OF SEPTEMBER, 1997.



RUTHBELIA RIOS
PRESIDENT



SILVIA REYES HDEZ.
VICE-PRESIDENT

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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:HERNANDEZ & RIOS, INC.**2. The name and address of the registered agent and office is:**RUTHBELIA RIOS, 6133 SW 24 STREET(P.O. BOX NOT ACCEPTABLE)MIRAMAR, FL 33023(CITY/STATE/ZIP)

SIGNATURE

R. RiosTITLE PRESIDENTDATE SEPTEMBER 18, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Ruthbelia RiosDATE SEPTEMBER 18, 1997