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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: MASTER ACCOUNTANTS, P.A.

AUDIT NUMBER.....H97000015893

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 25, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: MASTER ACCOUNTANTS, P.A.
REF: W97000021998

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**ARTICLES OF INCORPORATION
OF
MASTER ACCOUNTANTS, P.A.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is: **MASTER ACCOUNTANTS, P.A.**

**ARTICLE II
DURATION**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III
PURPOSE**

The purpose is to engage in accounting, income tax and bookkeeping as permitted under the laws of the United States and The State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the corporations shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$ 1.00 unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this

corporation. Prepared by: Guillermo Rodriguez & Associates, Inc.
4011 W. Flagler St., Ste. 403
Miami, Fl 33134
(305) 649-7128

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**ARTICLE V
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The principal office of the corporation is: 3899 N.W. 7th Street., Suite #201, Miami, FL, 33126, and the mailing address of the corporation is the same.

**ARTICLE VI
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the initial registered Agent and initial registered office of this corporation is:

- a) Registered Agent : Guillermo Diaz
- b) Registered Agent office : 3899 N.W. 7th Street, Suite #201
Miami, FL 33126

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have (1) director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial Director of this corporation is :

Director : Guillermo Diaz, 15433 S.W. 102nd. Ave.
Miami, FL 33157

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator executing these articles of Incorporation is:
Guillermo Diaz, 15433 S.W. 102nd. Ave., Miami, FL 33157

**ARTICLE IX
AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

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**ARTICLE X
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 18th day of September, 1997.


Guillermo Diaz

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

DATED this _18th day of September, 1997.


Guillermo Diaz

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, personally appeared Guillermo Diaz, personally to me well known to be the person described and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

Witness my hand and seal, this 18h day of September, 1997



Notary Public, STATE OF FLORIDA AT LARGE

My commission expires:



RICARDA V BONGIOIA
My Commission CCE000298
Expires Oct. 28, 1999

Prepared by: *Guillermo Rodriguez & Associates, Inc.*
4011 W. Flagler Street, Suite 403
Miami, FL 33134
(305) 649-7128

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