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AstroStones, Inc
801 Brickell Bay Drive # 368
Miami, Florida 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -3 AM 9:16

October 1st, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fla 32314

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-10/03/97--01019--010
****122.50 ****122.50

RE: AstroStones, Inc.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above Corporation and original and one copy of the form designating resident agent.

Also enclosed is a check in the amount of \$122.50 to cover the following.

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$ 122.50
	=====

Please return the certified copy of the Articles of Incorporation to the above address.

Truly yours,


Beatrice Salom

cp 10/16/97

EFFECTIVE DATE

10/1/97

ARTICLES OF INCORPORATION

AstroStones, Inc.

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I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a Corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the corporation is:

AstroStones, Inc.

ARTICLE II

This corporation shall have perpetual existence beginning on:

October 1, 1997

ARTICLE III

The corporation may engage in any activity related to services or other business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 100 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

The street of the initial registered and principal office of this corporation is:

Beatrice Salom
801 Brickell Bay Dr. # 368
Miami, Florida 33131

or at such other places as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by it's Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be :

Beatrice Salom

whose address shall be the address of the registered office of this corporation.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and no more than 4 as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The name and street addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the Laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

NAMES	DIRECTOR	ADDRESS
Beatrice Salom	Director	13720 S.W. 34th Street Miami, Fl. 33175
Obdulio Salom	Director	13720 S.W. 34th Street Miami, Fl. 33175
Jose A. Giral	Director	3801 S.W. 67th Avenue Miami, Fl . 33155
Caridad H. Vazquez	Director	801 Brickell Bay Dr. Apt 368 Miami, Fl. 33131

ARTICLE IX

The name and street addresses of each incorporator of this corporation are:

Beatrice Salom	Director	13720 S.W. 34th Street Miami, Fl. 33175
Obdulio Salom	Director	13720 S.W. 34th Street Miami. Fl. 33175
Jose A. Giral	Director	3801 S.W. 67th Avenue Miami, Fl. 33155
Caridad H.Vazquez	Director	801 Brickell Bay Dr. Apt 368 Miami, Fl. 33131

ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the Stockholder or the Directors at any regular or duly scheduled special meeting.

ARTICLE XI

This corporation shall have in addition to a President, a Vice-President, Secretary and Treasurer, such other additional officer as may be created from time to time, by and under authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

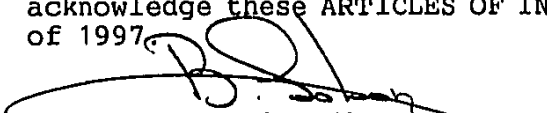
ARTICLE XIII

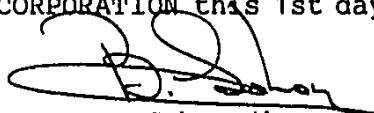
Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) here after reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his being or having a Director of the corporation (whether or not he is a Director of the corporation at the time he is made a party to such action, suit, or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjusted in such actions, suit, or proceeding to have been derelict in the performance of the duties imposed on him as such Director.

The right of indemnification herein provided shall not be exclusive of the other rights to which any such persons may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledge these ARTICLES OF INCORPORATION this 1st day of October of 1997.


Subscriber


Subscriber

• STATE OF FLORIDA)
)
COUNTY OF DADE) SS

I, HEREBY CERTIFY that on the 1st day of October, 1997,
personally appeared before me, an authorized officer duly
commissioned to administer oaths and take acknowledgements:

Beatrice Salom

to me well known and known to me the person who executed the
foregoing Articles of Incorporation, and acknowledge that he signed
and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Miami, County of Dade, State of Florida, the day and year
above written.

 9/29/97

Notary Public, State of Florida

My Commission Expires:



Hortensia Fernandez
MY COMMISSION # CC618137 EXPIRES
February 2, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROGRESS WITHIN THIS STATE. NAMING AGENT
UPON WHOM PROGRESS MAY BE SERVED

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

That AstorStones, Inc. Desiring to organize under the laws of the State of Florida and with it's principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has name Beatrice Salom located at 801 Brickell Bay Dr. # 368 Miami, Fl. 33131 of Dade, State of Florida, as it's agent to accept service of proccess within this State.

ACKNOWLEDGMENT

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

By: 

Registered Agent

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