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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: MIAMI FAUZ CORPORATION

AUDIT NUMBER.....H97000016737

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

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MIAMI FRUZ CORPORATION

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE:

MIAMI FRUZ CORPORATION

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE:

3034 GRAND AVENUE,
COCONUT GROVE, FLA. 33133

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 STATE, COUNTRY, TERRITORY OR NATION.

ARTICLE III - CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

500 SHARES OF \$1.00 PER SHARE

PREPARED BY: FRANCIS SALADIN

ADDRESS: 701 Brickell Key Blvd., #1002, Miami, FL.
33131 . PHONE: (305) 379-7218

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ARTICLE IV - TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THE CORPORATION SHALL COMMENCE AT THE TIME OF FILING THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

ARTICLE V - OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICERS AND DIRECTORS WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED AND THE SHAREHOLDERS, IS AS FOLLOWS:

<u>MARTHA PATINO</u>	<u>19440 W. SAINT ANDREWS DR.</u>	<u>500 SHARES</u>
<u>PRES. / DIRECTOR</u>	<u>MIAMI, FLORIDA 33015</u>	<u>\$ 500.00</u>
<u>TREASURER</u>		
<u>FRANCIS SALADIN</u>	<u>701 BRICKELL KEY BLVD., 1002</u>	<u>500 SHARES</u>
<u>VICE-PRES. / DIR.</u>	<u>MIAMI, FLORIDA 33131</u>	<u>\$ 500.00</u>
<u>SECRETARY</u>		

ARTICLE VI - ARBITRATION

IF A DEADLOCK SHOULD OCCUR IN THE VOTE OF THE DIRECTORS OR OF THE SHAREHOLDERS AND THE DEADLOCK CANNOT BE RESOLVED BY AGREEMENT OF THE PARTIES, THE DEADLOCK SHALL BE RESOLVED BY ARBITRATION. WITHIN TEN DAYS OF THE DEADLOCK, THE DIRECTORS OR SHAREHOLDERS ON ONE SIDE OF THE DISPUTE SHALL SELECT ONE ARBITRATOR AND THE DIRECTORS OR SHAREHOLDERS ON THE OTHER SIDE OF THE DISPUTE SHALL SELECT ONE ARBITRATOR AND THE TWO THUS APPOINTED SHALL SELECT A THIRD ARBITRATOR. THE THREE ARBITRATORS SHALL MAKE A PROMPT DECISION ON THE MATTER IN DISPUTE. ALL COSTS OF ARBITRATION SHALL BE BORNE EQUALLY BY THE PARTIES. THE DECISION OF THE ARBITRATOR SHALL BE BINDING AND CONCLUSIVE FOR ALL PURPOSES.

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ARTICLE VII - INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES
OF INCORPORATION ARE:

FRANCIS SALADIN

701 BRICKELL KEY BLVD., #1002
MIAMI, FLORIDA 33131

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED
THESE ARTICLES OF INCORPORATION THIS 7th DAY OF October, 1997,
IN THE CITY OF MIAMI, DADE COUNTY, FLORIDA.



FRANCIS SALADIN, INCORPORATOR.

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

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 is: MIAMI FRUZ CORPORATION

2. The name and address of the registered agent and office is:

FRANCIS SALADIN
701 BRICKELL KEY BLVD., #1002
(P. O. BOX NOT ACCEPTABLE)
MIAMI, FLORIDA 33131
(CITY/STATE/ZIP)

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


(Registered Agent)

DATE October 7, 1997.

REGISTERED AGENT FILING FEE:

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