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TO: DIVISION OF CORPORATIONS

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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: COLLEUM GROUP, INC.

AUDIT NUMBER.....H97000016979

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
COLLUM GROUP, INC.

⑥

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all powers, rights, privileges, and immunities; and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this Corporation is COLLUM GROUP, INC. (hereinafter referred to as the "Corporation") and its mailing address is 10621 N. Kendall Drive, Ste 208, Miami, Florida 33176.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one thousand shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

THIS DOCUMENT PREPARED BY:
GLADYS GONZALEZ-BOYER, J.D.
ATTORNEY AT LAW
10621 N. KENDALL DRIVE, STE 208
MIAMI, FLORIDA 33176
FEN: 0069264

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ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is GLADYS GONZALEZ-BOYER, Esq. and her address is 10621 N. Kendall Drive, Ste 208, Miami, Florida 33176.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Carlos Lollett	Urb. Cumbres de Curumo Av. Rio Orinoco, Res Makiritare 3-C, Caracas, 1080 Venezuela
Olga Lollett de Sanchez	Urb Macaracuay - Av. Cumaco, Quinta Migol, Zona N - Caracas 1071 Venezuela

- (a) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.
- (b) The business affairs of this Corporation shall be managed by the Board of Directors, and
- (c) The Board of Directors shall be shareholders in the Corporation.

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended, or repealed by either the shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or

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any former Officer or Director, to the full extent permitted by law.

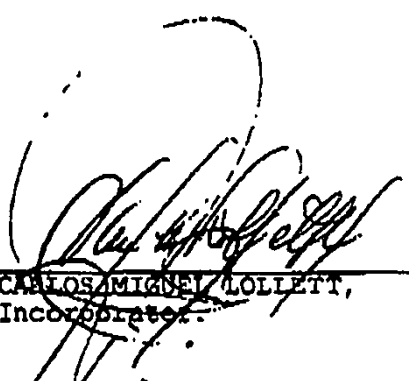
ARTICLE IX - INCORPORATORS

The name of the person signing these Articles is CARLOS MIGUEL LOLLETT.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of October 1997.


CARLOS MIGUEL LOLLETT,
Incorporator.

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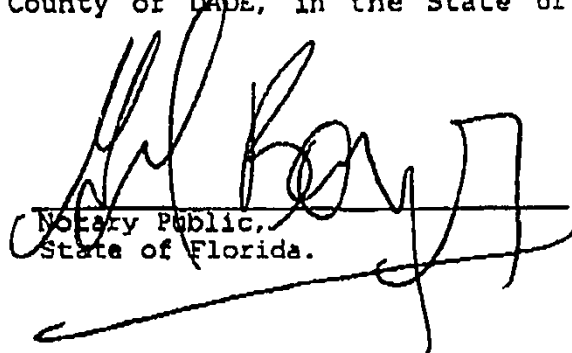
Re: COLLUM GROUP, INC

ACKNOWLEDGMENT

STATE OF FLORIDA)
) s.s.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared: CARLOS MIGUEL LOLLETT to me known, to be the person described herein as incorporator and who executed the foregoing **ARTICLES OF INCORPORATION**, and he acknowledged before me that he executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office, this 7th day of October 1997, in the City of Miami, County of DADE, in the State of Florida.



Notary Public,
State of Florida.

My commission expires:



Claudia M. Gonzalez-Gayer
My Commission CCE19904
Expires Dec. 07, 1999

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COLLUM GROUP, INC.

IN COMPLIANCE WITH FLORIDA STATUTES §607.034, THE FOLLOWING
IS SUBMITTED:

FIRST-That COLLUM GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named GLADYS GONZALEZ-BOYER, ESQ., whose address is 10621 N. Kendall Drive, Ste 208, Miami, Florida, County of Dade, State of Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 7th DAY OF October, 1997

By GLADYS GONZALEZ-BOYER, ESQ.
Registered Agent for
COLLUM GROUP, INC.

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