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T R Herrera Financial Services, Inc.
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 9:35

October 30, 1997

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Division of Corporations
Florida Department of State
P.O. 6327
Tallahassee, Florida 32314

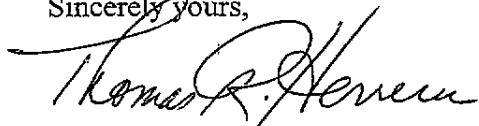
Re: Santini & Dias, Inc.

Dear Sirs:

Enclosed please find my client's check for \$122.50 to cover the fees of incorporation. Please send me the corporation documents as expeditiously as possible.

Thank you in advance for your prompt attention.

Sincerely yours,



Thomas R. Herrera
President

cc: Mr. Rui Dias-Aidos

D. BROWN NOV - 5 1997

**ARTICLES OF INCORPORATION
OF
SANTINI & DIAS, INC.**

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ARTICLE I.

CORPORATE NAME

The name of the corporation shall be:

SANTINI & DIAS, INC.

ARTICLE II.

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation shall be:

2912 Center Avenue
Ft. Lauderdale, FL 33308

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The corporation may engage in any business as allowed under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of one (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII.

SPECIAL PROVISIONS

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

Rui Dias-Aidos
2912 Center Avenue
Ft. Lauderdale, FL 33308

ARTICLE IX.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

ARTICLE X.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Rui Dias-Aidos	2912 Center Avenue Ft. Lauderdale, FL 33308
Wayne Santini	2912 Center Avenue Ft. Lauderdale, FL 33308

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE XI.

OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

Wayne Santini 2912 Center Avenue
President Ft. Lauderdale, FL 33308

Rui Dias-Aidos 2912 Center Avenue
Vice-President Ft. Lauderdale, FL 33308

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ARTICLE XII.

INCORPORATOR

The name and post office address of the Incorporator executing these articles of Incorporation is as follows:

Rui Dias-Aidos 2912 Center Avenue
Ft. Lauderdale, FL 33308

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Rui Dias-Aidos, Incorporator

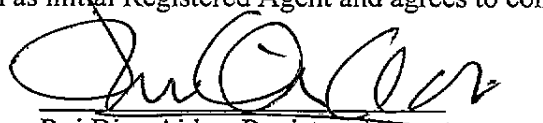
STATE OF FLORIDA)
COUNTY OF Broward)

Before me this ³⁰ day of OCT, 1997 personally appeared Rui Dias-Aidos who: [] is personally known to me or [] has produced his drivers license as identification, who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



FRANCES J LUIS
My Commission CC345285
Expires Jan. 31, 1998
Bonded by ANB
800-852-5878


Rui Dias-Aidos, Registered Agent
FID# D232-720-49-088-0
