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11/14/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: WAGNER INV, CORP.

AUDIT NUMBER.....H97000019045

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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97 NOV 14 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11/17/97

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAGNER INV, CORP.

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

WAGNER INV, CORP.

The principal place of business of this corporation shall be:

3052 SW 181 TER, MIRAMAR FL 33029

ARTICLE II NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities of 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 value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares"

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

**PREPARED BY: LATIN AMERICAN 2000
1165 W 49TH ST
HIALEAH FL 33012-3373
(305)826-6518**

ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any who shall hold office the first year of the corporation's existence or until the successors are elected, are:

FRANCISCO WAGNER HOYOS, PRESIDENT
3052 SW 181 TER
MIRAMAR FL 33029

EDILMA MADRID, VICE-PRESIDENT
3052 SW 181 TER
MIRAMAR FL 33029

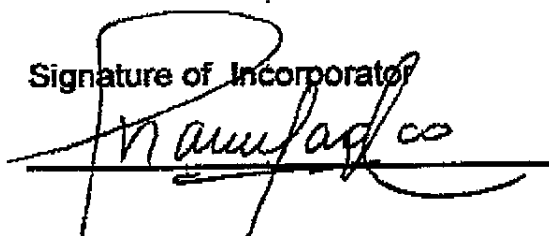
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to this articles of Incorporation is:

FRANCISCO WAGNER HOYOS
3052 SW 181 TER
MIRAMAR FL 33029

N WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14TH day of NOVEMBER 1997

Signature of Incorporator

A handwritten signature in black ink, appearing to read "Francisco", is written over a horizontal line. The signature is stylized with a large, looping initial 'F'.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

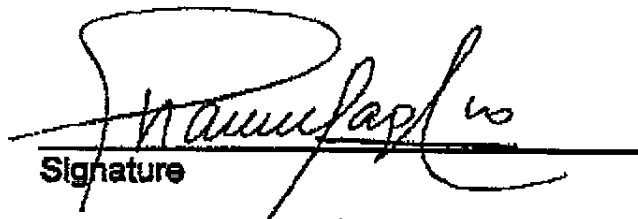
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation

WAGNER INV, CORP.

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

**FRANCISCO WAGNER HOYOS
3052 SW 181 TER
MIRAMAR FL 33029**

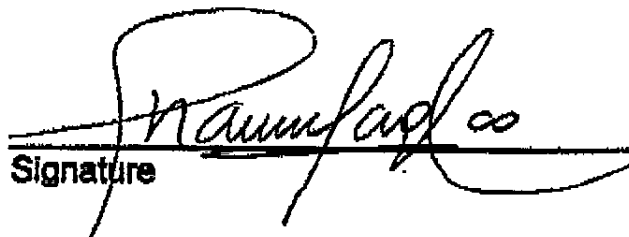


Signature

Title: PRESIDENT

Date: NOVEMBER 14, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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

Date: NOVEMBER 14, 1997