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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: L S P GROUP, INC.

AUDIT NUMBER.....H97000019681

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

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ARTICLES OF INCORPORATION

OF

L S P GROUP, INC.

FILED
97 NOV 26 PM 3.28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(6)

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of the corporation is L S P GROUP, INC.

ARTICLE II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation with the Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

PURPOSE

To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said Company; to construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office stores, warehouses, mills, shops, factories, plants, machinery rights, easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the Company, or any part thereof.

Jose Nas,
3899 N.W. 7th St., #203
Miami FL 33126 (305) 541-3980

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To have and to exercise all the power now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV

STATED CAPITAL

The corporation is authorized to issue 1000 shares of common stock of no par value. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable. The amount of capital with which the corporation shall begin business will be no less than \$10,000.00.

ARTICLE V

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

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The name and street address of the initial directors are:

NAME	ADDRESS
LUIS CARLOS LAMARCHE	12104 S.W. 103 Street Miami, FL 33186
MANUEL SOSA	12104 S.W. 103 Street Miami FL 33186

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the corporation shall be:
12104 S.W. 103 Street, Miami, FL 33186

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office and the name of its registered agent at that office are as follows:

LUIS CARLOS LAMARCHE	12104 S.W. 103 Street Miami, FL 33186
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ARTICLE VIII

NAMES AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is as follows:

LUIS CARLOS LAMARCHE	12104 S.W. 103 Street Miami, FL 33186
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ARTICLE IX

NAMES AND ADDRESSES OF OFFICERS

LUIS CARLOS LAMARCHE	12104 S.W. 103 Street Miami, FL 33186	President and Director
MANUEL SOSA	12104 S.W. 103 Street Miami FL 33126	Vice-President Secretary and Director

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the provisions of the Florida Business Corporation Act, Chapter 607 F.S.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

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The undersigned original subscriber to these Articles of Incorporation does hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and correct. I hereby set my hand and seal this 25th day of November, 1997.


LUIS CARLOS LAMARCHE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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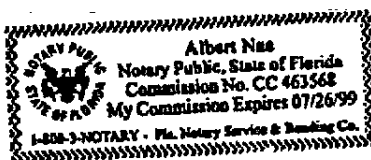
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, on this day personally appeared LUIS CARLOS LAMARCHE, the party to the foregoing Articles of Incorporation, personally known to me, and who did take and oath, and to me acknowledged the said Articles to be his free act and deed, and that the facts stated therein are truly set forth.

WITNESS my hand and official seal at Coral Gables, said County and State last aforesaid, this 25th day of November, 1997.


NOTARY PUBLIC

My Commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for L S P GROUP, INC., at 12104 S.W. 103 Street, Miami, FL 33186, 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 all my duties.


LUIS CARLOS LAMARCHE, Registered Agent

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