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12/05/97

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
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: JOERGE PERDONA SERAFIN, CORPORATION
AUDIT NUMBER.....H97000020091
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOERGE PERDONA SERAFIM, CORPORATION

The undersigned incorporator, 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:
JOERGE PERDONA SERAFIM, CORPORATION

The principal place of business of this corporation shall be:
6810 INDIAN CREEK DRIVE, Suite 102
MIAMI BEACH, FL 33141

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 value that this corporation is authorized to have outstanding at any one time is:
ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: MJ TAXES & ACCOUNTING
420 Lincoln Road, Suite 387
Miami Beach, FL 33139
(305) 5214542

ARTICLE V: OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

JOERGE PERDONA SERAFIM
6810 INDIAN CREEK DRIVE, Suite 102
MIAMI BEACH, FL 33141

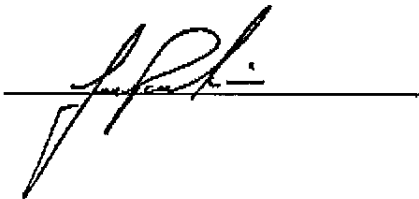
ARTICLE VI: INCORPORATOR

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

JOERGE PERDONA SERAFIM
6810 INDIAN CREEK DRIVE, Suite 102
MIAMI BEACH, FL 33141

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 days of November, 1997.

Signature of incorporator

A handwritten signature in dark ink, appearing to read "Joerge Perdon Serafim", is written over a horizontal line.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
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: **JOERGE PERDONA SERAFIM, CORPORATION**
2. The name and address of the registered agent and office is:
**JOERGE PERDONA SERAFIM
6810 INDIAN CREEK DRIVE, Suite 102
MIAMI BEACH, FL 33141**

SIGNATURE

TITLE: **PRESIDENT**

DATE: **11/20/97**

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

DATE: **11/20/97**