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LETTER OF TRANSMITTAL

FILED

98 FEB -6 PM 1:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 2, 1998

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

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-02/06/98--01024--001
****122.50 ****122.50


Re: F.J. International Corp.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the costs of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Fernando Bonetti
4221 W. 18 Ct.
Hialeah, Fl. 33012

P. Hall
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ARTICLES OF INCORPORATION

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

F. J. INTERNATIONAL CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The principal office, if known, or the mailing address of the corporation is:

Name F. J. INTERNATIONAL CORP.
Address 4221 W. 18 CT.
City HIALEAH, FLORIDA 33012

The name and street address of the Initial Registered Agent of this corporation is:

Name FERNANDO BONETTI
Address 4221 W. 18 CT.
City HIALEAH, FLORIDA 33012

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have: two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial director(s) of the corporation are as follows:

NAME

=====

ADDRESS

=====

FERNANDO BONETTI

4221 W. 18 CT., HIALEAH, FL 33012

JAIME BORRELL

7040 N.W.179 ST., APT 205, MIAMI, FL 33015

ARTICLE VII - INCORPORATORS


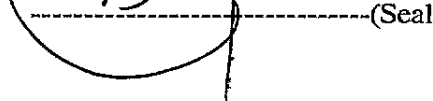
The name and addresses of the incorporators signing these Article of Incorporation are as follows:

Same names and addresses of above Article (ARTICLE VI)

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 2nd day of February, 1998

FERNANDO BONETTI

JAIME BORRELL

 (Seal)
 (Seal)

STATE OF FLORIDA }

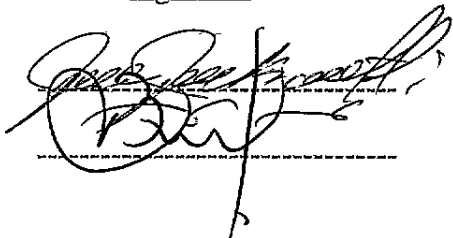
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COUNTY OF DADE }

before me a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:

Signature

Form of Identification



Known personally

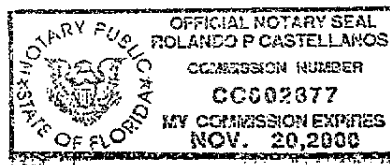
Drivers License

known to me and known to be the person(s) who executed the foregoing Article of Incorporation, who acknowledged before me that They executed these Articles of Incorporation, that I relied upon the forms of identification of the above named persons as indicated opposite each name, and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 2nd day of February, 1998.

Notary Signature: _____

Rolando P. Castellanos



CERTIFICATE OF REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT
OF**

F.J. INTERNATIONAL CORP.

Pursuant to Florida status Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 4221 W. 18CT.
Hialeah, Florida 33012

has named Fernando Bonetti

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping said office.


Registered Agent