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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922 4001

FROM: NOGA CONTRACTORS, INC.
CONTACT: TANIA FANO
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ACCT#: 10567000333

FAX #: (305) 821-3376

NAME: ASSOCIATED MARKETING GROUP INC.
AUDIT NUMBER.....H98000002903
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
ASSOCIATED MARKETING GROUP INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is ASSOCIATED MARKETING GROUP INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. Corporate existence shall commence at the time of filing the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock which shall be designated "COMMON STOCK".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this Corporation of the same kind, class or series at that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT/
PRINCIPAL OFFICE

The street address of the initial registered office/principal office of this Corporation is 2189 West 60th Street Suite #205, Hialeah, Florida 33016 and the name of the initial registered agent of this Corporation at that address is Jose E. Fano.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two director (s) initially. The number of directors may be either increases or diminished from time to time by the bylaws but shall never be less than one. The name (s) and address (es) of the initial director (s) of this Corporation is (are):

Name (s)

Address (es)

Jose E. Fano

2189 West 60th Street
Suite #205
Hialeah, Florida 33016

By: Tania Fano
2189 W. 60 St. #205
Hialeah, Florida 33016
305-556-4282

H98000002903 6

H98000002903 6

Mario Ferro Jr.

9921 W. Okceehobee Road
#126-A
Hialeah, Florida 33016ARTICLE VIII - INCORPORATORS

The name (s) and address (es) of the person (s) signing articles is (are):

Incorporator (s)Address (es)

Jose E. Fano

2189 West 60th Street
Suite #205
Hialeah, Florida 33016

Mario Ferro Jr.

9921 W. Okkeechobee Road
#126-A
Hialeah, Florida 33016ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

This Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right offered upon the shareholders is subject to this reservation.

H98000002903 6

H98000002903 6

In Witness Whereof, the undersigned subscriber has executed these Articles of Incorporation this 11th day of February, 1998.

Jose E. Fano

Mario Fano, Jr.

STATE OF FLORIDA)

COUNTY OF DATE)

Before me, a Notary Public authorized to take acknowledgments in the state any county set forth above, personally appeared Jose E. Fano, known to me to be the person who executed the forgoing articles of incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 11th day of February, 1998.



Maritza Casanova
NOTARY PUBLIC,
State of Florida at Large

My commission expires:

I, the undersigned, having been named as initial registered agent of the Corporation in the foregoing Articles of Incorporation hereby accept said Office and will serve in said capacity.

REGISTERED AGENT:

Jose E. Fano
Jose E. Fano

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