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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FASE 1: MIAMI

AUDIT NUMBER.....H98000003241

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1998

EMPIRE

SUBJECT: FASE 1: MIAMI, INC.
REF: W98000003561

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Becky McKnight
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ARTICLES OF INCORPORATION
OF
FASE 1: Miami, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be, FASE 1: Miami, Inc.

The initial address of this corporation shall be,
521 NW 23rd. Court
Miami, Fl. 33125.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
500	1.00	COMMON

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

Prepared by: Rafael Iglesias CPA
801 Madrid St. #104
Coral Gables, FL 33134

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ARTICLE V

The initial registered office of this corporation shall be at, 521 NW 23rd. Court Miami, Fl. 33125. with the privilege of having its locations at other places within or without the State of Florida. The initial registered agent at that address shall be, Sergio M. Fiallo.

ARTICLE VI

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Sergio M. Fiallo
521 NW 23rd. Court
Miami, Fl. 33125

Ernesto Arrieta
521 NW 23rd. Court
Miami, Fl. 33125

ARTICLE VII

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VIII

The name and address of the Incorporator is,

Sergio M. Fiallo
521 NW 23rd. Court
Miami, Fl. 33125

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation,

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or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

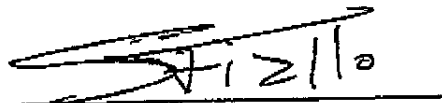
The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

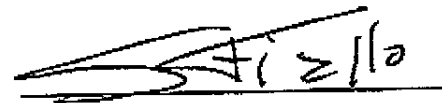
This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein are true, and hereunto set my hand and seal this

Having been named Registered Agent for the above stated corporation at place desinated in this certificate, I hereby accept service and agree to comply with the provision of said Act relative to keeping open said office.



INCORPORATOR



REGISTERED AGENT

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