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2/23/98

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

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NEW DAWN GROUP SERVICES CORP.

NAME: NEW DAWN SERVICES CORPORATION AUDIT NUMBER..... H98000003612

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

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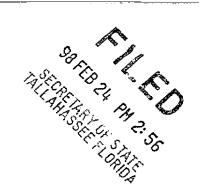
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\*\* ENTER 'M' FOR MENU. \*\*

#### ARTICLES OF INCORPORATION

OF

NEW DAWN GROUP SERVICES CORP.



THE UNDERSIGNED ACTING AS SUBSCRIBER OF A CORPORATION UNDER THE FLORIDA CORPORATION LAW, ADOPT THE FOLLOWINGS ARTICLES OF INCORPORATION.

#### ARTICLE I

THE NAME OF THE CORPORATION IS, NEW DAWN GROUP SERVICES CORP.

#### ARTICLE II

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED TO ENGAGE IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES AND THE STATE OF FLORIDA.

#### ARTICLE III

THE MAXIMUM OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS 40 SHARES OF COMMON STOCK, AS WHICH COMMON SHALL BE OF NO PAR VALUE. ALL STOCK IS TO ISSUED AS FULLY PAID AND EXEMPT FROM ASSEMENT.

#### ARTICLE IV

THE CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN FIVE UNDRED DOLLARS.

#### ARTICLE V

THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

#### ARTICLE VI

THE INITIAL POST OFFICE ADDRESS AND PRINCIPAL OFFICES OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE AT 2101 N.W. SOUTH RIVER DR., MIAMI, PLORIDA 33125.

Prepared By: MAGDA L.CRUZ
2101 SOUTH RIVER DR.
MIAMI,FL 33125
(305)634-2825

#### ARTICLE VII

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO AND OTHER ADDRESS WITHIN THE STATE OF FLORIDA.

#### ARTICLE VIII

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN (1) NOR MORE THAN (5).

#### ARTICLE IX

THE NAME AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND SLATE OF CORPORATE OFFICERS ARE,
MAGDA L. CRUZ, PRESIDENT, SECRETARY & TREASURER, 2101 SOUTH RIVER DR.
MIAMI, FLORIDA 33125

#### ARTICLE X

NO STOCKHOLDERS OF THE CORPORATION SHALL BE PERMITTED TO SELL OR OFFER FOR SALE HIS SHARES OF THE STOCK IN THE CORPORATION WITHOUT FIRST OFFEREING SAID SHARE FOR SALE TO ALL OTHER STOCKHOLDERS OF THE CORPORATION, AT THEIR BOOK VALUE. THE REMAINING STOCKHOLDERS MAY PURCHASE ALL OR ANY PART OF THE SHARES OF STOCK OFFERED FOR SALE BY THE OTHER STOCKHOLDERS.

#### ARTICLE XII

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER 1244 OF INTERNAL REVENUE CODE, IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVED THE BENEFITS THERE UNDER.

#### ARTICLE XII

THE NAME AND POST OFFICE ADDRESS OF THE PERSON SUBSCRIBED THIS

ARTICLES OF INCORPORATION IS, MAGDA L. CRUZ, 2101 S.RIVER DR. MIAMI,
PL 33125

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### ARTICLE XIII

IN WITNESS WHEREOF, WE	HAVE HEREUNTO SET OUR HANDS AND SEALS
THIS 21 DAY OF	FEBRUARY 19 98 .
	" Whoods & Course
	SUBSCRIBER (SEAL (
	SUBSCRIBER. (SEAL ( SEAL ( REGISTERED AGENT. (SEAL (
	· REGISTERED AGENT.
	(SEAL(
STATE OF FLORIDA )	
COUNTY OF DADE )	
	•
I HEREBY CERTIFY THAT	ON THIS DAY PERSONALLY APPEARD BEFORE ME,
AND OFFICER DULY AUTHOR	RIZED TO TAKE ACKNOWLEDGMENTS AND ADMINISTAR
OATHS IN THE STATE OF	FLOR IDA.
HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARD BEFORE ME, AND OFFICER DULY AUTHORIZED TO TAKE ACKNOWLEDGMENTS AND ADMINISTAR DATHS IN THE STATE OF FLORIDA.  O ME WELL KNOWN TO BE THE PERSONS DESCRIBED IN AND WHO EXECUTED	
THE FOREGOING ARTICLES	OF INCORPORATION, AND WHO ACKNOWLEDGED
BEFORE ME THAT THEY EXE	ECUTED THE SAME FREELY AND VOLUNTARILLY FOR
THE PURPOSE THEREIN EXP	Pressed.
WITNESS, MY HAND AND OF	FFICAL SEAL THIS 21 DAY OF FEBRUARY.
	COUNTY OF DADE STATE OF FLORIDA
	•
	NOTARY PUBLIC, STATE OF FLORIDA AT LARGE.
	MY COMMISSION EXPIRES.

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## CERTIFICATE OF DESIGNATION REGISTERED AGENT/ REGISTED OFFICE



PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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	CORPOR	AT ION	15,	NEW	DAWN	GROUE	SERVI	ES COR
2.					ORESS C						D OFF10	CE IS.
	- 1.M				·			•	•		,	
						•	NATURE		MA	da c	£- 0r	uz
						T IT	·	· ·- <u></u>	21/98			

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND A AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITI ON AS REGISTERED AGENT.

DATE 2/21/98