

24 East 5th Street
Suite 2E
Tallahassee, Florida 323010

Law Offices
Carlos M. Rippes, Esq.
Attorney-at-Law

Telephone:
(905) 887-0343
FILED 885-9196

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98 MAR 11 AM 10:55

February , 1998 SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-03/11/98--01040--012
****122.50 ****122.50

Re: Keystone Works, Inc.

EFFECTIVE DATE

3-6-98

Dear Sir:

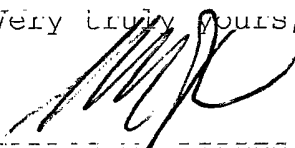
Enclosed herewith please find the original and two (2) duplicate copies of the Articles of Incorporation of this proposed corporation.

The duplicate copies have been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copies, certify, and return the same to the undersigned.

A check is also enclosed for \$122.50 to cover the following:

Filing Fee:	\$35.00
Resident Agent Fee:	35.00
Certified Copy of Corporate Charter:	<u>52.50</u>
Total:	\$122.50

Very truly yours,


CARLOS M. RIPPES

CMR/jg
Enclosure

Carlos Rippes GAVE
AUTHORIZATION BY PHONE TO

CORRECT Article VII
DATE add principal address
DOC. 2:00 PM PH P. Hall

MAR 12 1998

ARTICLES OF INCORPORATION

OF

KEYSTONE WORKS INC.

FILED

98 MAR 11 AM 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter states, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

EFFECTIVE DATE

3-6-98

ARTICLE I - NAME

The name of this corporation is: KEYSTONE WORKS INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the 6 day of March, 1998.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

a. To purchase, sell, lease, operate, own hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including chooses in action, either as owner, broker, agent or factor.

b. In the purchase of acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

c. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares at no par value.

<u>Shareholder</u>	<u>Shares</u>
ALEX QUARTA	50
MARCO MORON	50

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without insurance of tractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is 3179 NW North River Drive, Miami, Florida 33142 and the name of the initial registered agent of this corporation at that address is MARCO MORON. The principal address is the same as the registered office.

ARTICLE VIII

INITIAL BOARD OF DIRECTOR

This corporation shall have initially Two (2) directors. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation until the first annual meeting of shareholders or until successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
ALEX QUARTA	9112 SW 142 Path Miami, Florida 33186	President
MARCO MORON	24 East 5 th Street#2C Hialeah, Florida 33010	Vice-President

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

MARCO MORON
24 East 5th Street, #2C
Hialeah, Florida 33010

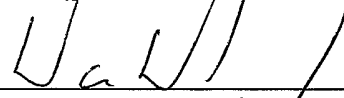
ALEX QUARTA
9112 SW 142 Path
Miami, Florida 33186

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6 day of March, 1998.


ALEX QUARTA, President

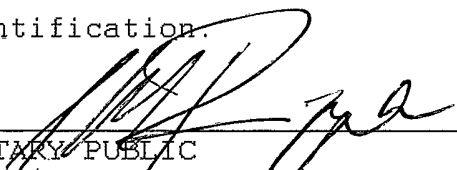

MARCO MORON, Vice-President

STATE OF FLORIDA

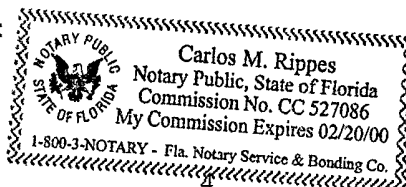
COUNTY OF DADE

The foregoing Articles of Incorporation was acknowledged before me this 6 day of March, 1998

and MARCO MORON who are personally known to me or who have produced personally known as identification.


NOTARY PUBLIC

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
98 MAR 11 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Persuance of Chapter 48.091, Florida Statutes the following is submitted in compliance with said Act:

That: KEYSTONE WORKS INC. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named:

MARCO MORON
24 East 5th Street#2C
Hialeah, Florida 33010

As its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above State Corporation, at the place designated in the Articles of Incorporation. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MARCO MORON
REGISTERED AGENT