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FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: EXZOTICA, INC.

AUDIT NUMBER..... H98000005116

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

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 17, 1998

FAS-T CORP. AGENTS, INC.

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SUBJECT: EXZOTICA, INC.

REF: W98000005851

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ARTICLES OF INCORPORATION

OF

EXZACTICA, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is EXZACTICA, INChereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is 2010 NW Miami. Court. Miami, FL 33127.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

Prepared by: Jeannette G./Andrews Esq.
Tools For Change
6255 NW 7th: Ave.
Miami, Fl 33150
Fl Bar#0075124
(305) 751-8934

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ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's Initial registered office is 6263 NW 201 Terrace, Miami, FL 33015; and the registered agent at that office is JERMAINE WOOD.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (3) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

JERMAINE WOOD 6263 NW 201Terrace Miami, FL 33015

SAMUEL SUDAHWON 9786 SW 21st Street Miami, FL 33190 MARLENE MUDAHY 6263 NW 201Terrace Miami, FL 33015

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

JERMAINE WOOD 6263 NW 201Terrace Miami, FL 33015

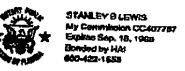
STATE OF FLORIDA)

COUNTY OF DADE)

NOTARY PUBLIC:

SIGN: Stealer B. Ramin

PRINT: Stanley B. Lowis
STATE OF FLORIDA AT LARGE



H98000005116

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That EXZACTICA, INC.desiring to organize under the laws of the State of Florida with its principal office at 2010 NW Miami Court; as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named JERMAINE WOOD, at 6263 NW 201 TERRACE, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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 agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

JERMAINE WOO

DATE: 3/16/78

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SECRETARY OF STATE