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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: AV. ENTERPRISES GROUP, INC.

AUDIT NUMBER.....H98000008705

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

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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1998

FAS-T CORP. AGENTS INC

SUBJECT: AV. ENTERPRISES, INC.
REF: W98000010440

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Freida Chesser
Corporate Specialist

FAX And. #: H98000008705
Letter Number: 998A00025493

**ARTICLES OF INCORPORATION
OF
AV. ENTERPRISES GROUP, INC.**

All the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State providing for the information, liabilities rights, privileges and immunities of a corporation for profit.

**ARTICLE I
NAME, ADDRESS AND AGENT**

The name of this corporation shall be:AV. ENTERPRISES GROUP, INC. and after referred to as the corporation Its principal office shall be located at: 5275 N.W. 7 STREET. Apt. # 401, Miami, Fl. 33126. Its Registered agent shall be:Abel Vargas

**ARTICLE II
NATURE OF BUSINESS**

Section 1. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things herein after mentioned, as fully and to the same extent s natural persons might of could, viz.

A.- To carry on business in the United States of North America or any foreign Country or Countries, to buy, sell, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both in wholesale and retail, in goods and services of all types, both as principal, and/ or agent in any part of the world.

Prepared by:
Y&A Professional Service, Inc.
(305) 971-3340
12360 S.W. 132 Ct., Suite # 210
Miami, Fl. 33186

ARTICLE III

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TALLAHASSEE FLORIDA

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CAPITAL STOCK

The capital stock of the Corporation upon commencing business operation shall consist of ONE HUNDRED (100) shares of \$ 10.00 dollars per value for Incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration. Said shares of common stock to have \$ 10.00 as per value, all shares to be issued fully paid and non assessable, the capital stock of this corporation may be paid in lawful money of. the U.S.A. in property, labor of services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND DOLLARS (1000.00)

ARTICLE V TERM OF EXISTENCE

The Corporation shall have perpetual existence.-----

ARTICLE VI BOARD OF DIRECTORS

The Board of Directors shall consist of not less than (2) persons.

ARTICLE VII INITIAL DIRECTORS AND OFFICERS

The name and address of the first Board of Director who are subject to the provisions of these articles of Incorporation, the By-laws and the act of the legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following.-----

NAME	ADDRESS	TITLE
ABEL VARGAS	5275 N.W. 7 St. Apt. # 401 Miami, Fl. 33126	President

H98000008705


ROSALBA VARGAS	5275 N.W. 7 St. Apt. # 401 Miami, Fl. 33126	Vice-President
FERNANDO VARGAS	5275 N.W. 7 St. Apt. # 401 Miami, Fl. 33126	Secretary
LUCERO VARGAS	5275 N.W. 7 St. Apt. # 401 Miami, Fl. 33126	Treasurer

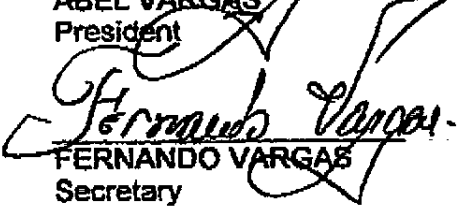
**ARTICLE VIII
SUBSCRIBERS**

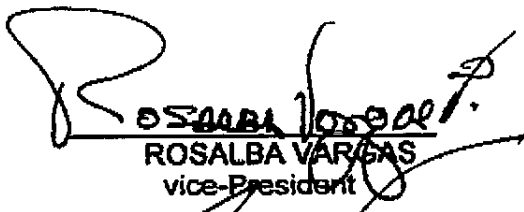
NAME	TITLE	SHARES
ABEL VARGAS	PRESIDENT	-60%-
ROSALBA VARGAS	VICE-PRESIDENT	-20%-
FERNANDO VARGAS	SECRETARY	-10%-
LUCERO VARGAS	TREASURER	-10%-

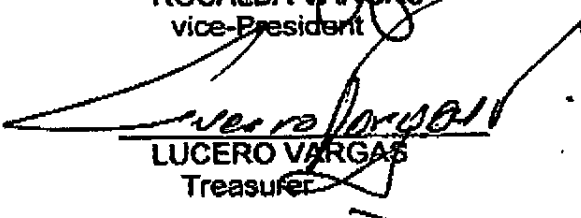
**ARTICLE IX
BY-LAWS**

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By-laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-laws may from time to time and whenever be necessary by amended by the Board of Directors of the Corporation IN WITNESS WHEREOF, The undersigned have made and signed these Articles of incorporation at Miami, Florida County of Dade.-----


ABEL VARGAS
President


FERNANDO VARGAS
Secretary


ROSALBA VARGAS
vice-President


LUCERO VARGAS
Treasurer

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED 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 corporation is:

AV. ENTERPRISES GROUP, INC.

2.- The name and address of the registered agent and office is:

ABEL VARGAS
5275 N.W. 7 Street. Apt. # 401
Miami, Fl. 33126

Signature:


ABEL VARGAS
President

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ABEL VARGAS
Registered Agent