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5/15/98

FLORIDA DIVISION OF CORPORATIONS
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((H9800009214 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: A.V.-TRADE OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H9800009214

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1998

FAST-T CORP. AGENTS, INC.

SUBJECT: A.V. - TRADE, INC
REF: W98000011181

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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.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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Barbara Brock
Document Specialist

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

A.V. - TRADE OF SOUTH FLORIDA, INC.

We, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be A.V.-TRADE OF SOUTH FLORIDA, INC principle place of business shall be . 3525 Estepona Ave Miami, Fl 33178 . and any other location that the board of directors may deem appropriate.

ARTICLE II

RESIDENT AGENT

The Resident Agent of the corporation Steven Bonwit 17891 South Dixie Hwy Miami, Fl 33157

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose or object to be transacted, promoted or carried on by this corporation is any activity or business permitted under the laws of the United States and of the State Florida.

ARTICLE IV

SHARES OF STOCK - NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is five hundred (500) of common stock of the par value for \$1.00 per share.

Prepared By: Steven Bonwit
17891 South Dixie Hwy.
Miami, Fl. 33157
(305) 232-1640

ARTICLE V
AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of five hundred dollars (\$500.00).

ARTICLE VI

DURATION

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this certificate of incorporation.

ARTICLE VII

DIRECTORS

The affairs of the corporation will be managed by 1 Director. The names and addresses of the individuals who are to serve as directors until new directors are elected at the shareholders meeting are:

NAME

PHIL DUNN

3525 Estepona Ave
Miami, Fl. 33178

ARTICLE VIII

OFFICERS

The names and address of the individuals who will serve as the initial officer of the corporation until new officers of the corporation are appointed at the time of the first meeting of the shareholders are as follows:

NAME

PHIL DUNN

PRESIDENT

ADDRESS

3525 ESTEPONA AVE
MIAMI, FL 33178

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We, the undersigned, being the original subscribers to this certificate of incorporation, do hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set my hand and seal this 11 day of 5 1998.

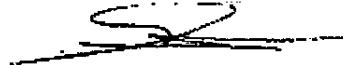

PHIL DUNN

H98000009214

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.

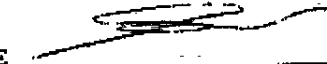
1. The name of the corporation is A.V.-TRADE OF SOUTH FLORIDA, INC.
2. The name and address of the registered agent and office
STEVEN BONWIT 17891 SOUTH DIXIE HWY MIAMI, FL 33157

SIGNATURE 

TITLE REGISTERED AGENT

DATE 5/14/98

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 THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE 5/14/98

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