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5/19/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000009383 4))

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: FERNCO GROUP, INC.

AUDIT NUMBER.....H98000009383

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 5/19/98

ARTICLES OF INCORPORATION
OF

FERNCO GROUP, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FERNCO GROUP, INC.

The principal place of business of this corporation shall be:

11117 W. Okeechobee Rd. Ste.108, Hialeah Gardens, Fl. 33018

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time

1000 shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

CARLOS FERNANDEZ / PRESIDENT
11117 W. Okeechobee Rd, Suite#108
Hialeah Gardens, Florida 33018

PREPARED BY: MICHAEL I. SANTUCCI, ESQ.
5201 NW 74 Ave.
Miami, Florida 33166
(800) 714-6191
FL.BAR# 0105260

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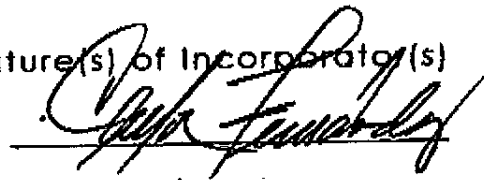
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

CARLOS FERNANDEZ
11117 W. Okeechobee Rd. Suite#108
Hialeah Gardens, Florida 33018

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 19th day of May, 1998.

Signature(s) of Incorporator(s)



H98000009383

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

FERNCO GROUP, INC.

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

CARLOS FERNANDEZ 11117 W. Okeechobee Rd. Suite#108

(P.O. BOX NOT ACCEPTABLE)

Hialeah Gardens, Florida 33018

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE



TITLE

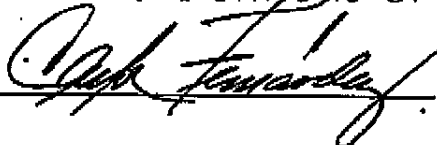
PRESIDENT

DATE

May 19, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

May 19, 1998