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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: STONE WORKS BY FRED, INC.

AUDIT NUMBER.....H98000009458

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

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ARTICLES OF INCORPORATION

OF

STONE WORKS BY FRED, INC.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is: STONE WORKS BY FRED, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

Jonathan H. Green
799 Brickell Plaza, Ste 700
Miami, FL 33131
Fla Bar #307513
(305) 372-5100

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ARTICLE IV 498000009458

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

JONATHAN H. GREEN
c/o Jonathan H. Green & Associates, P.A.
799 Brickell Plaza, Suite 700
Miami, Florida 33131-2816

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

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ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

JONATHAN H. GREEN
c/o Jonathan H. Green & Associates, P.A.
799 Brickell Plaza, Suite 700
Miami, Florida 33131-2816

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

JONATHAN H. GREEN
c/o Jonathan H. Green & Associates, P.A.
799 Brickell Plaza, Suite 700
Miami, Florida 33131-2816

ARTICLE IX

INITIAL OFFICERS

The person or persons named below as Initial Officers shall hold their respective offices for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first:

President	WILFRED DE JESUS
Secretary	WILFRED DE JESUS
Treasurer	WILFRED DE JESUS

IN WITNESS WHEREOF, the undersigned, as Incorporator, has

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executed the foregoing Articles of Incorporation this 20th day of May, 1998.

JONATHAN H. GREEN, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

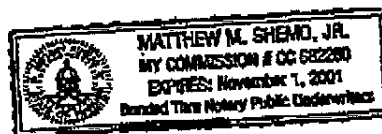
BEFORE ME, a Notary Public, personally appeared JONATHAN H. GREEN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 20th day of May, 1998.

Matthew M. Shemo, Jr.
NOTARY PUBLIC
State of Florida At Large

(SEAL)

My Commission Expires:



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

Pursuant to Chapter 607.0501 Florida Statutes, the following
is submitted in compliance with said Act:

That Stone Works By Fred, Inc., desiring to organize under the
laws of the State of Florida, with its principal office, as
indicated in the Article of Incorporation at Miami, County of Dade,
State of Florida, has named JONATHAN H. GREEN located at 799
Brickell Plaza, Suite 700, City of Miami, County of Dade, State of
Florida, as its agent to accept service of process within the
state.

ACKNOWLEDGEMENT

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 agree to comply with the
provisions of said Act relative to keeping open said office.

Dated this 20th day of May, 1998.


JONATHAN H. GREEN

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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