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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT FAX #: (305)541-3770  
PHONE: (305)541-3694

NAME: DEBARRE INC.  
AUDIT NUMBER.....H98000009857  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 4  
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F. CHESSEY MAY 27 1998

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ARTICLES OF INCORPORATION

OF

DEBARRE 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: DEBARRE INC.

The principal place of business of this corporation shall be:

1185 N.W 72nd St., Miami FL 33150

Mailing Address: P.O. BOX 370405 Miami FL 33137-0405

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of 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 par value that this corporation is 500 @ \$1.00 authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

JOSE NAE  
3899 NW 7TH ST. SUITE 203  
MIAMI, FL 33126  
(305) 541-3980

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(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):

RUDY RAMEAU, PRESIDENT

1185 N.W 72nd St.,  
Miami FL 33150

JEAN J. RAMEAU, VICE-PRESIDENT

1185 N.W 72nd St.,  
Miami FL 33150

ARTICLE VI INCORPORATOR(S)

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

RUDY RAMEAU

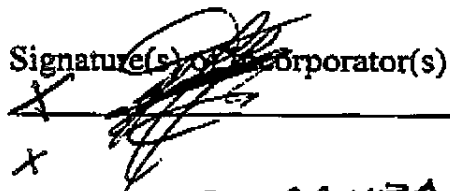
1185 N.W 72nd St.,  
Miami FL 33150

JEAN J. RAMEAU

1185 N.W 72nd St.,  
Miami FL 33150

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 27 day of May, 1998

Signature(s) of Incorporator(s)

X 

X Jean J - RAMEAU

H98000009857

JOSE NAE  
3899 NW 7TH ST. SUITE 203  
MIAMI, FL 33126  
(305) 541-3980

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**CERTIFICATE DESIGNATING  
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 is: DEBARRE INC.

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

RUDY RAMEAU

1185 N.W 72nd Street

(P.O. BOX NOT ACCEPTABLE)

Miami FL 33150

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE May 27, 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 

(Registered Agent)

JOSE NAE  
3899 NW 7TH ST. SUITE 203  
MIAMI, FL 33126  
(305) 541-3980

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