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ARTICLES OF INCORPORATION

OF

ARIES MANUF., INC.

THE UNDERSIGNED, acting as subscribers of a corporation under the Florida Corporation Law, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is

ARIES MANUF., INC.

SECOND: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

THIRD: Authorized shares. The aggregate number of shares that the corporation shall have the authority to issue is FIVE HUNDRED (500) shares of capital stock with a par value of \$1.00 per share.

Initial issued, FIVE HUNDRED (500) shares of the capital stock of the corporation shall be issued at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FOURTH: The amount of capital with which this corporation shall begin business is not less than five hundred (\$500.00) dollars.

FIFTH: The period of duration of the corporation is perpetual.

SIXTH: The initial street address in the State of Florida of the principal office of the corporation is
2634 N.W. 21ST TERRACE MIAMI, FLORIDA 33142

SEVENTH: The initial board of directors shall consist of (ONE) members, who need not be residents of the State of Florida or shareholders of the corporation.

EIGHT: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANGEL F. RIVERO JR PRESIDENT/SEC	3010 S.W. 24TH TERRACE MIAMI, FLORIDA 33145

NINTH: The names and addresses of the initial subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANGEL F. RIVERO JR 500 SHARES	3010 S.W. 24TH TERRACE MIAMI, FLORIDA 33145

TENTH: Three-fourths of the stockholders of the corporation shall be required for any shareholder action.

ELEVENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the certificate of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

TWELFTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the board of directors, such as the shares of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his or her shares, to distribute them among as many candidates as he or she may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his or her vote at said election.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed these articles of incorporation at Miami, Dade County Florida, on this 8 day of JUNE, 19 98.



ANGEL F. RIVERO JR

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally
appeared

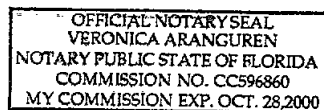
ANGEL F. RIVERO JR

who are to me well know to be the persons described in and
who subscribed the above articles of incorporation, and they
did freely and voluntarily acknowledge to and before me
according to law that they made and subscribed the same for the
uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand
official seal at Miami, Dade County, Florida, this
8 day of JUNE, 1998.

Veronica Aranguren
Notary Public


My commission expires:



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

IN COMPLIANCE WITH SECTION 48,901, FLORIDA
STATUTES THE FOLLOWING IS SUBMITTED:

First: That ARIES MANUF., INC.,
desiring to organize or qualify under the law of the State
of Florida, with its principal place of business at the
City of Miami, State of Florida, has named
ANGEL F. RIVERO JR, located at 3010 S.W. 24TH TERRACE
MIAMI, FLORIDA 33145 as its agent to accept
service of process within Florida.



(Resident Agent)

ANGEL F. RIVERO JR

ACKNOWLEDGMENT:

Having been named to accept service
of process for the above corporation at place designated in
this Certificate, I hereby accept to act in this capacity,
and agree to comply with the provisions of said Act,
relative to keeping open said office.

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