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Ulises Lopez
5822 W. 3rd Ave.
Hialeah, FL
33012

Hialeah, June 10th,

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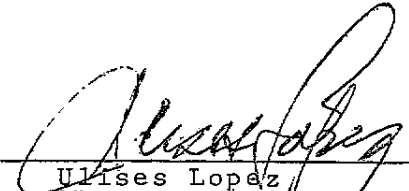
DIVISION OF CORPORATIONS
P O BOX 6327
Tallahassee, Fl 32314

Dear Sir:

Attached I am sending two copy of The New Aries Corporation and Ck for \$128.00 to cover filing.

Thank you foy your attention to this matter.

Sincerely,


Ulises Lopez
Notary Public, State of Florida

CC; File

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98 JUN 19 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA
JUN 22 1998



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
of
THE NEW ARIES CORPORATION

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of FLORIDA, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is THE NEW ARIES CORPORATION.

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 500 shares with a par value of \$1.00 per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

LEONTE J. BARRIOS
719 SW 100 Ct. CIRCLE
DADE County
MIAMI, FL 33174,

MAILING ADDRESS: 719 SW 100th Ct CIRCLE, MIAMI, FLORIDA. 33174

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

LESLIE D. TORRES
719 SW 100 Ct. CIRCLE
MIAMI, FL 33174

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into ONE classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

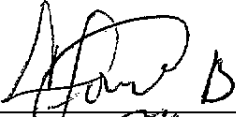
Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Certification

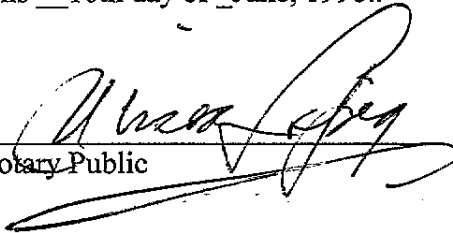
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



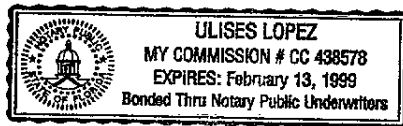
LESLIE D. TORRES, Incorporator
719 SW 100 Ct. CIRCLE
MIAMI, FL 33174

State of Florida, County of DADE, ss:

Subscribed and sworn to (or affirmed) before me this __16th day of _June, 1998..



Notary Public



CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENCE AND REGISTERED AGENT (S)

I

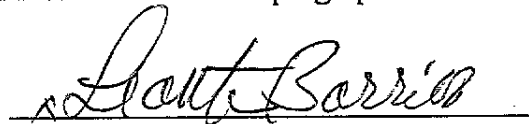
In Pursuance of Chapter 697.034, Florida General Corporation Act, the following information is submitted:

FIRST:- That The New Aries Corporation, desiring to organize under de laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Miami, Dade County State of Florida has named:

LEONTE J. BARRIOS

Agent (S) and 719 SW 100th Ct. Circle, Miami, Florida. 33174, as its Resident and Registered Office.

SECOND: That said Residentt and Registered Agent (S) , having been named to accept services of process or the above stated C orporation, at the place designated as the Resident and Registered Office in this capacity and agrees to comply wiorth the provision of said Act relative to keeping open sald office.



Leonte J. Barrios
Resident and Registered Agent

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TALLAHASSEE FLORIDA