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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: NORTH SOUTH CONTINENTAL, INC.

AUDIT NUMBER.....H98000014991

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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TALLAHASSEE, FLORIDA

R. CHESSEY AUG 13 1998

ARTICLES OF INCORPORATION
OF

NORTH SOUTH CONTINENTAL, 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: NORTH SOUTH CONTINENTAL, INC.

The principal place of business of this corporation shall be:

2600 Collins Ave. Apt 509 Miami Beach, FL 33140

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 is:

500 Shares \$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):

Giuliano Verzili	2600 Collins Ave Apt 509 Miami Beach, FL 33140
Renato Tapanelli	2600 Collins Ave. Apt 509 Miami Beach, FL 33140
Marwan Shahwan	2600 Collins Ave Apt 509 Miami Beach, FL 33140
Mikhail Spiridonov	2600 Collins Ave Apt 509 Miami Beach, FL 33140

Prepared by: Giuliano Versilli
2600 Collins Ave. Apt 509
Miami Beach, FL 33140
(305) 532-3013

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ARTICLE VI INCORPORATOR(S)

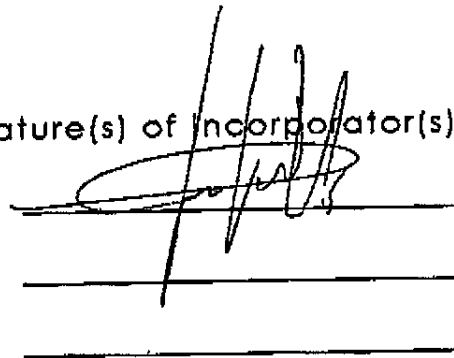
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Giuliano Versilli

2600 Collins Ave. Apt 509
Miami Beach, FL 33140

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 11th day of August, 1998

Signature(s) of Incorporator(s)

A handwritten signature, likely of Giuliano Versilli, is written over three horizontal lines. The signature is stylized and cursive.

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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:

NORTH SOUTH CONTINENTAL, INC.

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

Giuliano Versilli

(P.O. BOX NOT ACCEPTABLE)

2600 Collins ave. Apt 509 Miami Beach, Fl 33140

(CITY/STATE/ZIP)

SIGNATURE _____

TITLE _____

Director

DATE _____

8/11/98

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 _____

8/11/98

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