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8:45 AM

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ACB GROUP, INC.

AUDIT NUMBER.....H98000016291

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

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION FOR  
ACB Group, Inc.**

98 SEP -1 AM 9:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - NAME**

The name of the corporation is **ACB Group, Inc.**

**Article II - PRINCIPAL OFFICE**

The Principal place of business and mailing address of this corporation is 1800 Fairhaven Place, Miami, Florida 33133.

**Article III - OFFICERS**

The name and address of the initial officer(s) is:

President:	Arturo Campollo 1800 Fairhaven Place Miami, Florida 33133	Vice President:	Patricia Bregni Same as Pres.
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Director:	Julieta Behar Same as President
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**Article IV - SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares with a \$1.00 par value.

**Article V - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent for this corporation is Arturo Campollo, 1800 Fairhaven Place, Miami, Florida 33133.

**Article VI - INCORPORATOR**

The name and address of the incorporator for this corporation is Arturo Campollo, 1800 Fairhaven Place, Miami, Florida 33133.

The undersigned incorporator has executed these Articles of Incorporation on this 31st day of August, 1998.

  
Arturo Campollo

Prepared by: Mario J. Louis, Esq., Florida Bar No. 0849154  
Carmel & Associates, P.A., 100 N Biscayne Blvd. #2800, Miami, Florida - (305) 577-8600

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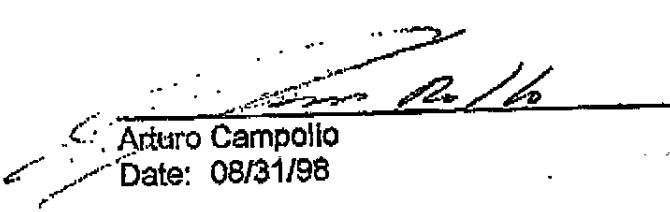
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in the designating the registered office/register agent, in the State of Florida.

The name of the corporation is: **ACB Group, Inc.**

The name and address of the registered agent is: Arturo Campollo, 1800 Fairhaven Place, Miami, Florida 33133.

Having been named registered agent for the stated corporation, I hereby accept the appointment as a registered agent and I am familiar with and accept the obligation of my position.

  
Arturo Campollo

Date: 08/31/98

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