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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: GROUND INDUSTRIES, INC.

AUDIT NUMBER.....H98000018273

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

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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F. CHESSER OCT 2 1998

ARTICLES OF INCORPORATION
OF
GROUND INDUSTRIES, INC.

The undersigned incorporators desire to form a corporation pursuant to Chapter 607, Florida Statutes and hereby adopt the following articles of incorporation for such corporation.

ARTICLE I

NAME: *The name of the corporation shall be:*

GROUND INDUSTRIES, INC.

ARTICLE II

PURPOSE AND POWER: *The purpose for which the corporation is formed is to engage in any activity and business permitted under the laws of the State of Florida.*

ARTICLE III

PRINCIPAL OFFICE: *The address of the corporation's principal office shall be:*

**3000 N.W. 109TH AVE. #202
MIAMI, FL. 33172**

ARTICLE IV

INCORPORATOR(S): *The name and address of the incorporator(s) is*

(are):

**MONICA GREIDINGER
7251 FISHER ISLAND #5
MIAMI, FL. 33109**

**JUAN C. ORDONEZ
1126 S.W. 158TH WAY
PEMBROKE PINES, FL. 33027**

Prepared by: **Angel D. Cordova & Co.
780 NW 42nd Ave. #416
Miami, Fl. 33126
305-444-5511**

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ARTICLE V

DIRECTORS: The number of directors constituting the corporation's initial Board of Directors is (are) two whose name and addresses is (are):

MONICA GREIDINGER
7251 FISHER ISLAND #5
MIAMI, FL. 33109

JUAN C. ORDONEZ
1126 S.W. 158TH WAY
PEMBROKE PINES, FL. 33027

ARTICLE VI

SHARES OF STOCKS: The aggregate number of shares of stock the corporation is authorized to issue is ****100**** shares which shares shall be common stock having ****\$1.00**** par value.

ARTICLE VII

DURATION: The duration of the corporation shall be perpetual.

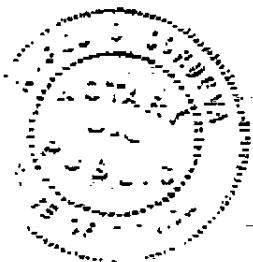
ARTICLE VIII

REGISTER AGENT: The name and address of the permanent registered agent is:

JUAN C. ORDONEZ
1126 S.W. 158TH WAY
PEMBROKE, PINES, FL. 33027

IN WITNESS THEREOF, We have executed these articles of Incorporation in Miami, Dade County, Florida on this 1st day of October, 1998.

SWORN AND SUBSCRIBED before me on this 1st day of October, 1998.



ANGEL D. CORDOVA
NOTARY PUBLIC, State of Florida
ANGEL D. CORDOVA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0027736
MY COMMISSION EXP. AUG. 3, 1999

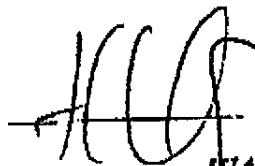
*In compliance with section 607.034 of the Florida Statutes, the following is submitted:
desiring to organize or qualify under the laws of the State of Florida, with its principal
place of business in the City of MIAMI County of DADE State of Florida has name
JUAN C. ORDONEZ located at 1126 S.W. 158TH WAY, PEMBROKE PINES, FL. as
its agent to accept service of process within the State of Florida.*

**Mailing address is: 3000 N.W. 109TH AVE. #202
MIAMI, FL 33172**

ACKNOWLEDGMENT

*Having been name to accept service of process for the above mentioned corporation,
at the place designated in this Certificate, I hereby am familiar with and accept the duties
and responsibilities as register agent for said corporation and agree to act in this capacity,
and further agree to comply with the provisions of all Statutes relative to the proper and
complete performance of my duties.*

Dated this 1st day of October, 1998



**JUAN C. ORDONEZ
REGISTER AGENT**

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