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HAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

100002759761--5

-02/01/99-01023-015

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FRAY ANGELICO STUDIOS, INC. (Corporation Name) 2100 (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
 99 JAN 29 PM 2:42
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION

99 FEB -1 AM 8:25

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Examiner's Initials

**CERTIFICATE OF INCORPORATION
OF
FRAY ANGELICO STUDIOS, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

FRAY ANGELICO STUDIOS, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorize to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00)

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ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

*The initial post office address of the principal office of the corporation in the State of Florida is: **7825 CAMINO REAL, STE J 105, MIAMI, FL 33143.** The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is **7825 CAMINO REAL, STE J 105, MIAMI, FL 33143.** The registered agent at the address is*

MARGARITA SALDARRIAGA

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than one nor more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

JUAN G. SALDARRIAGA
PRESIDENT

7825 CAMINO REAL, STE J 105
MIAMI, FL 33143

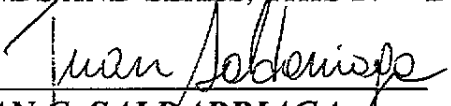
MERCEDES MARIN
SECRETARY

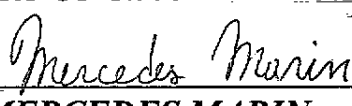
7825 CAMINO REAL, STE J 105
MIAMI, FL 33143

ARTICLE X

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE SERVICE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, WE THE INCORPORATORS HEREUNTO SET OUR HANDS AND SEALS, THIS 27TH DAY JANUARY OF 1.999


JUAN G. SALDARRIAGA
7825 CAMINO REAL, STE J 105
MIAMI, FL 33143


MERCEDES MARIN
7825 CAMINO REAL, STE J105
MIAMI, FL 33143

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

*Pursuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida. The name of the corporation is **FRAY ANGELICO STUDIOS, INC**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Miami, State of Florida has named:*

MARGARITA SALDARRIAGA located at **7825 CAMINO REAL STE J 105. MIAMI, FL 33143** agent to accept process in State of Florida County of Dade.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



MARGARITA SALDARRIAGA
REGISTERED AGENT

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