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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

HEDZ,WHO'S NEXT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION

OF

HEDZ, WHO'S NEXT, INC.

I, the undersigned, do hereby acknowledge and file in the office of the Secretary of State of the State Of Florida, for the purpose of forming a Corporation for profit, in accordance with the Laws of State Of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE 1

The name of the Corporation shall be :

HEDZ, WHO'S NEXT, INC.

ARTICLE 2

The general nature of the business and business to be transacted are as follows: This Corporation may engage in any activity or business permitted under the Laws of the UNITED STATES OF AMERICA and the STATE OF FLORIDA.

ARTICLE 3

SHARES

- a) The authorized capital stock of this Corporation shall consist of one class, namely common stock.
- b) The authorized capital stock of this Corporation shall consist of TEN THOUSAND SHARES (10,000) of Stock NO-PAR VALUE.

ARTICLE 4

The Corporation shall have perpetual existence.

ARTICLE 5

The amount of capital with which this Corporation shall begin shall be FIVE HUNDRED (\$ 500.00) DOLLARS.

Prepared by :

JOSEPH DOMINGUEZ
6860 SW 13th TERR
MIAMI FL 33144
(305) 643-6455

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TALLAHASSEE, FLORIDA

ARTICLE 6

The initial Post Office address of principal place of business of this Corporation shall be 2485 WEST FLAGLER ST. STE #3 MIAMI FL 33135

ARTICLE 7

The Corporation shall have not less than one nor more than five Directors as provided by the Bylaws and they shall hold office for one year or until their successors have been duly elected.

ARTICLE 8BOARD OF DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JOSEPH DOMINGUEZ	PRESIDENT, SECRETARY	6860 SW 13th TERR MIAMI FL 33144

ARTICLE 9

The registered agent of this Corporation shall be :

JOSEPH DOMINGUEZ 6860 SW 13th TERRACE MIAMI FL 33144

ARTICLE 10

The names and Post Office addresses of the subscribers to the ARTICLES OF INCORPORATION together with the number of shares which each agrees to take, and the value of the consideration for same, are as follows :

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE OF SHARES</u>
JOSEPH DOMINGUEZ	6860 SW 13th TERR MIAMI FL 33144	500	\$ 500.00

SUBSCRIBED at Miami, Dade County, Florida, this 22 day of MARCH,
A.D. 1999.

x Joseph Dominguez
JOSEPH DOMINGUEZ

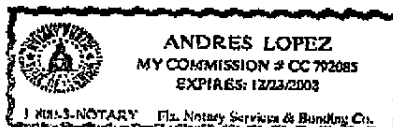
STATE OF FLORIDA)
COUNTY OF DADE) SS:

I certify that on this day before me, a Notary Public of the State of Florida,
duly qualified and acting, personally appeared JOSEPH DOMINGUEZ

to me well known, and being by me first duly sworn and cautioned, upon their oath
deposed and said that they acknowledged that they had signed the above and foregoing
ARTICLES OF INCORPORATION for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22
day of MARCH A.D., 1999

[Signature]
NOTARY PUBLIC



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That HEDZ, WHO'S NEXT, INC.

desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation at

City of MIAMI County of DADE State of

Florida, has named JOSEPH DOMINCUEZ

located at 6860 SW 13th TER

City of MIAMI County of DADE

State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in these Articles of Incorporation, I, hereby, accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY

Joseph Dominguez
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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