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

1. PARAGON INDUSTRIES, INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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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	
Amendment	700002830797--6
Resignation of R.A., Officer/Director	-04/06/99--01057--006
Change of Registered Agent	*****70.00 *****70.00
Dissolution/Withdrawal	
Merger	

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

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

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Examiner's Initials

DC
4/8/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 6, 1999

LAZARUS

MIAMI, FL

SUBJECT: PARAGON INDUSTRIES, INC.
Ref. Number: W99000008241

We have received your document for PARAGON INDUSTRIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 999A00017405

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PARAGON INDUSTRIES GROUP, INC.

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99 APR -7 PM 5:32
SECRETARY OF STATE
TALLAHASSEE FL 32303

We the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate to form a Corporation under the Laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be: PARAGON INDUSTRIES GROUP, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be transacted by this Corporation shall be import and export and any other activities of business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trade marks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$ 500.00)

ARTICLE V
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the principal office of this corporation is 2168 N.W. 82nd Avenue Miami Fl., 33122. The Board of Directors may from time-to-time, move the principal office to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

This corporation shall have not less than three directors initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholders.

ARTICLE VIII
BOARD OF DIRECTORS

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name and street address of the member of the first Board Directors are:

NAME	TITLE	ADDRESS
HERNANDO IREGUI	President	2168 N. W. 82nd. Av. Miami, Fl 33122
GABRIEL PARRA	Vice President	2168 N.W. 82nd. Ave Miami, Fl., 33122
CAROLINA PARRA	Treasurer & Secretary	2168 N.W. 82nd. Ave. Miami, Fl., 33122


ARTICLE IX
SUBSCRIBERS

NAME	ADDRESS	SHARES	CONSIDERATION
HERNANDO IREGUI	2168 N.W. 82 Av. Miami, Fl.33122	150.00	\$ 150.00
GABRIEL PARRA	2168 N.W. 82 Ave. Miami, Fl., 33122	150.00	\$ 150.00
CAROLINA PARRA	2168 N. W. 82 ave. Miami, Fl., 33122	200.00	\$ 200.00

ARTICLE X
REGISTERED AGENT

The address of the Registered Office of this corporation shall be 2168 N.W. 82nd Avenue Miami, Fl., 33122 and the Registered Agent shall be: Hernando Iregui.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place design in these Articles of Incorporation, I hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By 

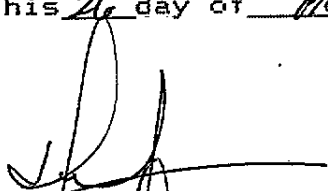
ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by the majority of the stock entitled to vote them on, unless the director and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgements personally appeared

WITNESS my hand and official seal in the County and State named above this 26 day of March 1999


HERNANDE IREGUI

Notary Public, State at Large
My Commission Expires:


GABRIEL PARRA

Notary Public, State at Large
My Commission Expires:


CAROLINA PARRA

Notary Public, State at Large
My Commission Expires: