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LABARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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-05/24/99-01074-018

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OFFICE USE ONLY

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

1. KAROTAS INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 24 PM 12:42

FILED

DIVISION OF CORPORATION

99 MAY 24 AM 11:01

RECEIVED

Examiner's Initials

ARTICLES OF INCORPORATION

OF

KAROTTAS INC.

Article I - Name

The name of this corporation is :

KAROTTAS INC.

Article II - Duration

This Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

Article III - Purpose

The Corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any or all lawful business.

Article IV - Capital

This Corporation is authorized to issue 100 shares of One dollar (\$1.00) par value common stock.

Article V - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Section 1. Rights upon liquidation or dissolution.
The assets of this Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights.
Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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TALLAHASSEE FLORIDA

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

Article VII - Initial Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

ANGEL DAVID PEREZ MAMBELL	-PRESIDENT	11270 S.W 137TH AVE MIAMI FL. 33186
CARLOS GERARDO AVEDANO	SECRETARY	11270 S.W. 13 TH AVE MIAMI FL 33186
ROSALIA AMELIA AVEDANO	TREASURY	11270 S.W. 137TH AVE MIAMI FL 33186

Article VIII - Incorporator

The name and post office address of the incorporator is:

ANGEL DAVID PEREZ MAMBELL	11270 S.W. 137TH AVE. MIAMI FL. 33186
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Article IX - Initial Register Office and Agent

CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTER OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the register office/register agent, in the State of Florida.

The name and street address of the initial register agent and office of KAROTTAS INC. is:

ANGEL DAVID PEREZ MAMBELL
11270 S.W. 137TH AVE.
MIAMI FL. 33186

Signature

(Corporate officer)

Title

Date

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Status relative to the proper and compete performance of my duties, and I accept the duties and obligations of section 607.325, Florida Statutes.

Signature,

ANGEL DAVID PEREZ MAMBELL-REGISTER AGENT

Date

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

Article XI - Merger

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XII - Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIII - Address

The mailing address of the corporation is:

11270 S.W 137TH AVE
MIAMI FL 33186

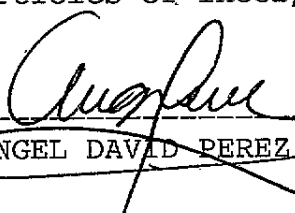
The street address and principal office of the corporation is:

11270 S.W 137TH AVE
MIAMI FL. 33186

Article XIV - Amendment

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation this 1ST day of May, 1999.


ANGEL DAVID PEREZ MAMBELL subscriber

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SECRETARY OF STATE
TALLAHASSEE FLORIDA