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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

FILED
99 JUL 19 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: MISS CARES, INCORPORATED

900002935319--1
-07/19/99--01119--009
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$78.75 Filing Fee & Certificate

FROM: Miriam I. Santiago
20065 NE 3rd Court, Suite 6
No. Miami, Fla 33179
305 628-3045

D. BROWN JUL 26 1999

CERTIFICATE OF INCORPORATION
OF
MISS CARES, INCORPORATED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be MISS CARES, INCORPORATED

ARTICLE II

This corporation shall commence its existence upon filing with the Secretary of State, and its existence shall be perpetual unless terminated pursuant to law.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
20065 NE 3RD COURT, SUITE 6, NO. MIAMI, FLA 33179

ARTICLE IV

The nature of the business to be transacted by this corporation is:

1. See Page 1A
2. In addition, this corporation may engage in any activity or business permitted under the laws of the United States and of this State, including entering into accommodation of third parties.

To acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interests in, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character and description, or any interest therein and all kinds and forms of securities, shares of capital stock, scrip, bonds, debentures, coupons, evidences of indebtedness, obligations, trust certificates, interim receipts warrants and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity or person, or governmental, municipal or public subdivision, district or authority.

To export from and import into the United States of America and its territories and possessions, and any and all foreign countries as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in, and with, at wholesale and retail, merchandise of every kind and nature for exportation from, and importation into the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic and foreign merchandise in domestic markets and domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

ARTICLE V

The minimum number of shares of common stock with \$1.00 par value that this corporation is authorized to have outstanding at any one time is 100 shares.

The amount and descriptions of other than \$1.00 par value common voting stock which this corporation is authorized to have outstanding are: **NONE**

Shares of Stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

MIRIAM I. SANTIAGO
20065 NE 3RD COURT, SUITE 6, NO. MIAMI, FLA 33179

The Board of Directors may in its sole discretion change the location of the office of the corporation and the designation of the agent for service of process and notify the Secretary of State of same, without the need of any amendment of this certificate.

ARTICLE VII

The shareholders of this corporation will act in place of a Board of Directors, as authorized by statute.

ARTICLE VIII

The name and address of the incorporator(s) executing this certificate is:

MIRIAM I. SANTIAGO
20065 NE 3RD COURT, SUITE 6
MIAMI, FLA 33179

ARTICLE IX

This corporation shall adopt by-laws by a majority vote of the shares as voted by the shareholders.

Members of the Board of Directors or the executive committee, if any, shall be deemed present at a meeting of such board or committee if a conference, telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

The corporation may confer powers, limitations of the powers, and regulate the powers of the corporation, the directors, and the stockholders of all classes, including but not limited to, provisions for cumulative voting for director, a list of officers, and provisions governing the issuance of stock certificates to replace lost or destroyed certificates. The foregoing powers and limitations may be incorporated in the corporations by-laws, or placed in the corporate minutes after authorization by a majority vote of the shares.

The corporation is designated from time to time by the Board of Directors, or its shareholders acting in place of a Board of Directors if there be no Board of Directors, shall have the power to hold its respective directors' meeting and/or shareholders' meeting outside the State of Florida, and to keep its books (subject to statutory provisions) outside the State of Florida.

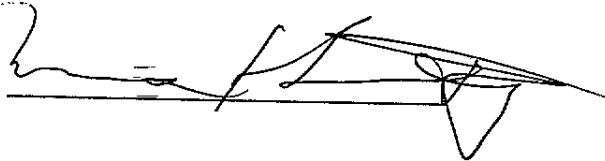
The corporation, if it so provides in its minutes or its by-laws, has the right and power to determine the time, place, conditions and regulations pertaining to inspection of its accounts and books (other than the stockbook) by the stockholders, and no stockholder shall have the right to inspect any account book or document of this corporation except such right as conferred by statute, or unless authorized by a resolution of the stockholders or the Board of Directors.

Stockholders of all classes are herein specifically denied any preemptive rights as to new issues of newly authorized shares and to new issues of originally authorized shares.

In addition, the corporation may:

The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED has executed these Articles of Incorporation this _____ day of July, 1999

A handwritten signature in black ink, appearing to be "W. F. A.", written over a horizontal line.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the corporation is: MISS CARES, INCORPORATED
2. The name and address of the registered agent and office is:

MIRIAM I. SANTIAGO
20065 NE 3RD COURT, SUITE 6
NO. MIAMI, FLA 33179

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 statutes 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.


MIRIAM I. SANTIAGO

Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314