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Examiner's Initials

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ARTICLES OF INCORPORATION

ASTORING TO AN THE I, the undersigned, hereby myself and for the purpose of becoming a corporation under the laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the information, rights, privileges, inmunition and liabilities of corporation for profit in accordance with Chapter 608 of the Florida Statutes.

ARTICLE I

The name of the corporation shall be: URBAN ELEMENT, INC.

ARTICLE II

The principal office of the Corporation shall be located at: 5871 Woodland Point Dr. Tamarac, FL 33319. The Board of Directors shall have the right however, at any time, to change the principal place of business and/or to establish other places as may be deemed best in the interest of the corporation, within or without the State of Florida or within or without the United States of America.

ARTICLE III

The general purpose, objects and nature of the corporation shall be: To engage in any activity or business permitted under the laws of the United States and under the laws of State of Florida.

ARTICLE IV

The amount of capital stock with which the corporation shall begin business will be One Hundred (\$100.00) Dollars. The total number of shares of stock the corporation is authorized to issue consist of ONE HUNDRED (100) SHARES at ONE (\$1.00) DOLLAR PAR VALUE.

All of the stock of this corporations when issued shall be fully paid and non-assessable. All of said stock to be payable in cash, property, labor of services at a just valuation to be fixed by the Board of Directors. The directors without action be the stockholders, may issue and may sell the authorized shares of capital stock from time to time for such consideration and upon such terms as the Board of Directors in its discretion may deem for the best interest of the corporation.

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The number of directors of the corporation shall be ONE (1) but the by-laws may provide for such increase of decrease in number thereof as is authorized by law.

ARTICLE VII

The name and post-office address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the by-laws and the Statutes of the State of Florida shall hold office for the first year of the Corporation's existence or until their successors are elected and will have qualified, are as follows:

Ivan D Baena: 5871 Woodland Point Dr., Tamarac, Florida 33319.

ARTICLE VIII

The name and post-office address of the subscriber of this Articles of Incorporation and the number of shares agrees to take is as follows:

Ivan D Baena: 5871 Woodland Point Dr., Tamarac, Florida 33319 - One hundred (100) Shares.

ARTICLE IX

These Articles of Incorporation shall be effective on the date of charter by the Secretary of State of Florida.

ARTICLE X

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

WHEREFORE, the undersigned incorporator, for the purpose of forming a corporation to do business in the State of Florida, do make and file these Articles of Incorporation on this twenty sixth day of July 1999.

Ivan D Baena

STATE OF FLORIDA)

SS

COUNTY OF DADE)

:HEREBY CERTIFY that before me the undersigned authority authorized to take acknowledgments in the State of Florida, personally appeared, Ivan D Baena to me well known and known to me to be the person described as the incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation declaring and certifying that the statements contained herein are true.

Witness my hand and seal in Miami, Dade County, Florida at the 3 day of Cuy 1999

Notary Public

My commission expires:

NELLIE L. LAMBERT
MY COMMISSION & CC 625092
EXPIRES: April 14, 2001
Bonded Thru Notacy Public Underwrites.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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 URBAN ELEMENT INC. desiring to organize under the laws of the State of Florida with its principal registered office, as indicated in the Articles of Incorporation, at the city of Tamarac, County of Broward, State of Florida, has named Ivan D Baena, located at 5871 Woodland Point Dr., Tamarac, FL 33319, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

ivan D Baena (Resident Agent)

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SECRETARY OF STATE