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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 24, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Enclosed are the articles of incorporation for Sam Systems Corporation for proper filing with your office. Please send us a copy for our records to the following address:

SAM SYSTEMS CORPORATION
C/O J and E Tax Service Inc.
3809 West Flagler Street
Miami, Florida 33134

If you have any questions, please call 305-541-9333.

Sincerely,



Wally Diaz

ARTICLES OF INCORPORATION

WE the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607, and subject to the following provision:

ARTICLE ONE

The name of the corporation shall be:

SAM SYSTEMS CORPORATION

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

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

- a) 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 class, kind and description.
- b) 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 franchise, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.
- c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- e) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debenture, notes, trust receipts, and other securities obligations, chosen in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, association firms, trust, or persons, public or private, or by the government of the United States of America, or by any foreign government or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and

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as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

f) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding any time shall be 1000 common shares of stock NO PAR VALUE. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE FOUR

The principal office of the corporation shall be located at:

6902 S.W. 88 Street, Unit #E-105, Miami, Florida 33156

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE

This corporation shall have 2 directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws, but shall never be less than (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse such each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other

right to which he may be lawfully entitled nor shall anything contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual or any firm of which any director may be a member, may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE SIX

The names and post office addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

SAMUEL DIAZ
6902 S.W. 88 Street, Unit #E-105
Miami, Florida 33156

WALLY DIAZ
6902 S.W. 88 Street, Unit #E-105
Miami, Florida 33156

OFFICERS

Samuel Diaz, President
Wally Diaz, Secretary/Treasurer

ARTICLE SEVEN

The names and post office addresses of each of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wally Diaz	6902 S.W. 88 St., Unit E-105 Miami, FL 33156

Samuel Diaz

6902 S.W. 88 St., Unit E-105
Miami, FL 33156

ARTICLE EIGHT

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the Bylaws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE ELEVEN

The private property of the stockholders, officers, and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE TWELVE

The Registered Agent for service of process in the State of Florida, and its registered office shall be:

Mr. Samuel Diaz
c/o J and E Tax Service Inc.
3809 West Flagler Street
Miami, Florida 33134

ARTICLE THIRTEEN

The shareholders may at their sole discretion, repeal, alter or amend the Bylaws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the Bylaws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporator(s) have hereunto set their hands and affix their seals on this 24 Day of November 1999.

Wally Diaz
Wally Diaz

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of SAM SYSTEMS CORPORATION to accept service of process, hereby accepts such designation.

Wally Diaz
Wally Diaz

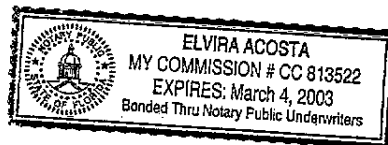
State of Florida

County of Miami Dade

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgement, personally appeared WALLY DIAZ to me well known and known to me to be the person described in, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, said county and State this 24 day of November 1999.

Elvira Acosta
Notary Public



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