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January 10, 2002

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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*****70.00 *****70.00

RE: Regalos Express, Inc.

Gentlemen:

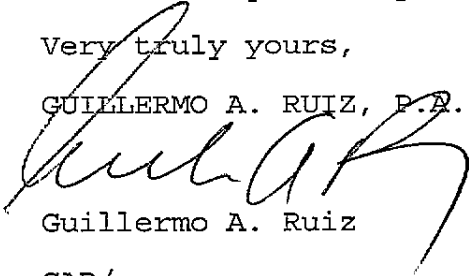
Enclosed herein for filing in reference to the captioned matter please find original and one copy of the Articles of Incorporation. Also enclosed is my check made payable to your office in the sum of \$70.00 representing payment for the filing fee and registered agent fee.

Please file the original of these Articles and return to my office a copy of same together with your receipt for the monies enclosed herewith.

Thank you for your attention to this matter.

Very truly yours,

GUILLERMO A. RUIZ, P.A.



Guillermo A. Ruiz

GAR/ms

Enclosures

FILED
2002 JAN 14 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/18/02

ARTICLES OF INCORPORATION

FILED

2002 JAN 14 PM 2:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

REGALOS EXPRESS, INC.

The undersigned incorporators, subscribers to these Articles of Incorporation, each being competent to contract, do hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is REGALOS EXPRESS, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation may engage in any lawful business for which corporations may be incorporated under the laws of the state of Florida.

ARTICLE IV

The maximum number of shares that this corporation is authorized to have issued at any one time is One Hundred (100) shares of common stock having no par value.

ARTICLE V

The street address and mailing address of the initial registered office and principal office of the corporation is 14240 42nd Street North, #2703, Tampa, FL 33613. The principal office is the mailing address for the corporation. The registered office is the location where service of process can be accepted. The name of the initial registered

agent at the principal office and registered office of the corporation stated above is MONICA A. SUAREZ DIAZ, who accepts said position as registered agent of this corporation and who states that she is familiar with and accepts the duties and responsibilities as registered agent for this corporation as evidenced by her signature at the end of these Articles of Incorporation.

ARTICLE VI

The number of Directors of this corporation shall be as provided in the By-Laws but shall not be less than one (1) nor more than seven (7); said initial Board of Directors shall consist of two (2) in number as set forth in Article VII.

ARTICLE VII

The names and addresses of the first Board of Directors who, subject to the laws of the state of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JACINTO SUAREZ	14240 42nd St. No., #2703 Tampa, FL 33613
LEONOR DIAZ DE SUAREZ	14240 42nd St. No., #2703 Tampa, FL 33613
MONICA A. SUAREZ DIAZ	14240 42nd St. No., #2703 Tampa, FL 33613
IVAN D. SUAREZ DIAZ	14240 42nd St. No., #2703 Tampa, FL 33613

ARTICLE VIII

The amount of capital with which the corporation shall begin business is Five Hundred and no/100ths (\$500.00) Dollars.

ARTICLE IX

The name and address of the initial subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
INVERSIONES REGALOS EXPRESS, J.L.C.A.	Av.Sn.Fco.C.C. Macatacuay (CADA) Regalos Express - ML01 Caracas 1071 - Venezuela
JACINTO SUAREZ	14240 42nd St. No., #2703 Tampa, FL 33613
LEONOR DIAZ DE SUAREZ	14240 42nd St. No., #2703 Tampa, FL 33613
MONICA A. SUAREZ DIAZ	14240 42nd St. No., #2703 Tampa, FL 33613
IVAN D. SUAREZ DIAZ	14240 42nd St. No., #2703 Tampa, FL 33613

ARTICLE X

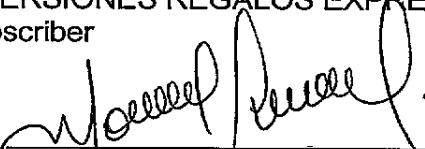
These Articles of Incorporation shall become effective upon filing and approval by the Secretary of State as indicated by his endorsement thereon with the date and time of approval, as set forth on the duplicate.

ARTICLE XI

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida. Every Amendment shall be approved by the Stockholders, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinbefore named, both within and without the state of Florida, and in the pursuance of the Corporation Laws of the state of Florida, do make and file in the office of the Secretary of State of the state of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

INVERSIONES REGALOS EXPRESS, J.L.C.A.
Subscriber

By: 

Monica A. Suarez Diaz, President



JACINTO SUAREZ, Subscriber



LEONOR DIAZ DE SUAREZ, Subscriber



MONICA A. SUAREZ DIAZ, Subscriber



IVAN D. SUAREZ DIAZ, Subscriber

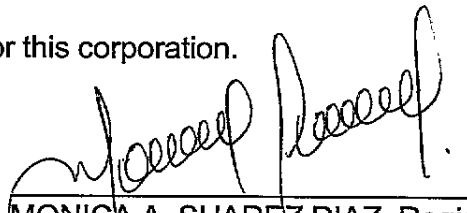
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SECRETARY OF STATE
TALLAHASSEE
FLORIDA

FILED

ACCEPTANCE OF REGISTERED AGENT

The undersigned, MONICA A. SUAREZ DIAZ, hereby accepts the position as Registered Agent of this corporation and states that she is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

DATED: 1-10, 2002.



MONICA A. SUAREZ DIAZ, Registered Agent

FILED

2002 JAN 14 PM 2:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA :
: SS
COUNTY OF PINELLAS :

BEFORE ME, the undersigned authority, personally appeared Monica A. Suarez Diaz, as President of INVERSIONES REGALOS EXPRESS, J.L.C.A., who, being by me first duly cautioned and sworn, deposes and says: that he/she is the President of INVERSIONES REGALOS EXPRESS, J.L.C.A., a Venezuelan Corporation, the entity described in and who executed the foregoing Articles of Incorporation; and does hereby acknowledge before me that he executed same for the purposes expressed therein and is authorized to do so by said foreign corporation.

SUBSCRIBED AND SWORN to before me, a Notary Public, in the County and State aforesaid, this 10th day of January, 2002

(SEAL)



Marilyn F. Smith
MY COMMISSION # CC889668 EXPIRES
March 4, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Marilyn F. Smith

NOTARY PUBLIC, State of Florida
Name: MARILYN F. SMITH
Address: 2901 - 5th AVE. No.
St. Petersburg, FL 33713
Commission Expires: 3/4/2004

Known to me Personally
Identification Produced

Fla. Driver's License # S620540728820

STATE OF FLORIDA :
: SS
COUNTY OF PINELLAS :

BEFORE ME, the undersigned authority, personally appeared JACINTO SUAREZ, LEONOR DIAZ DE SUAREZ, MONICA A. SUAREZ DIAZ and IVAN D. SUAREZ DIAZ who, being by me first duly cautioned and sworn, depose and say: that they are the