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(Requestor's Name)

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PICK-UP WAIT MAIL

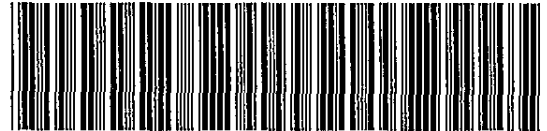
(Business Entity Name)

(Document Number)

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05/28/04 --01044--006 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 28 PM 1:21

W04-20904

FILED
MAY 28 PM 1:19
STATE OF ARIZONA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Fuentes Enterprises, Inc

Signature _____

Requested by: *WL*

Name _____

Date *9/28*

Time *11:00*

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 28, 2004

CAPITAL CONNECTION, INC.

SUBJECT: FUENTES ENTERRISES, INC.
Ref. Number: W04000020904

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for FUENTES ENTERRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 904A00037464

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 JUN -2 PM 3:37

RECEIVED

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

ARTICLES OF INCORPORATION
OF
FUENTES AND FUENTES ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 28 PM 1:21

I, Angelo Fuentes, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of this corporation shall be Fuentes and Fuentes Enterprises, Inc.

ARTICLE II

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

A. To serve and engage in the wholesale and retail sales of merchandise and all phases thereof which are necessary, proper, advisable and convenient for the accomplishment of said purpose; and, further, to engage in any other activity or business permitted under the laws of the United States and the State of Florida;

B. To register, own, apply for, purchase, acquire, sell or license others to use copyrights, trademarks, trade names and patents of every description and in any way and all articles whatsoever;

C. Subject to the restrictions or limitations imposed by law, to purchase or otherwise acquire, hold, own, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of the shares of the capital stock, bonds, obligations or other securities or evidence of indebtedness of other corporations, domestic and foreign, and the good will, rights, assets and property of any and every kind, or any part thereof, or any person, firm or corporation, domestic or foreign, and if desirable, issue in exchange therefor the stocks, bonds and other obligations of this corporation, and while the owner of such shares of the capital stock to exercise all rights, powers and privileges of ownership, including the power to vote thereon, and for any and all lawful purposes, in the course of the transaction of the business and affairs of the corporation, to acquire real and personal property, rights and interests of every nature and to execute and issue bonds, debentures and other negotiable or transferable instruments, and to mortgage or pledge any and all of the property of the corporation; to secure such bonds, debentures or other instruments upon such terms and conditions as may be set forth in the instrument or instruments mortgaging or pledging the same, or in any deed, contract or other instrument relating thereto;

D. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation, including but not limited to lands, leaseholds, shares of stock, mortgages, bonds, debentures and other securities, merchandise, back debts and claims, copyrights, trademarks, trade names, patents, caveats and patent rights, licenses, grants and concessions and any interest in real or personal property;

E. To make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time for the purchase of property or for any purpose in or about the business of the corporation, and to secure the payment of any such obligation by mortgage, pledge, deed of trust or otherwise;

F. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of or invest, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description;

G. To purchase and otherwise acquire, sell, deal in and otherwise dispose of chattels, fixtures, machinery and every kind of personal property necessary or useful in the conduct and operation of the business of the corporation;

H. To acquire the stock in trade, good will, franchise and property, and to undertake or in any way assume the liabilities of any person, partnership or corporation, engage in business of the same general nature as that for which this corporation is formed, and to pay therefor in cash or in the stocks or bonds of this corporation or otherwise if deemed advisable; to hold or in any manner dispose of the whole or any part of the property so purchased and to conduct in any lawful manner the whole or any part of the property so purchased and to conduct in any lawful manner the whole or part of any business so acquired;

I. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, sell, transfer, pledge and to reissue shares of its own capital stock; but such stock so acquired and held shall not be entitled to vote nor to receive dividends;

J. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals and whether as principal, agent or otherwise;

K. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature,

which any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory or colony thereof, or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized under the Florida Corporation Law;

L. The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The total number of shares to be issued by the corporation is 1,000 with par value of \$1.00 per share. All of said shares shall be common stock. Said stock may be issued in fractional shares and may be in part cancelled and reissued and said stock shall be paid for in cash, services or property, as the board of directors may provide or approve. All shares shall be fully paid and nonassessable and the holders of such shares shall be not liable for any further payment thereon. All voting power of the corporation shall be vested in said common stock.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE V

At each election of directors every shareholder entitled to vote in the election shall have the right to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of candidates.

ARTICLE VI

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders.

ARTICLE VII

The number of directors of this corporation shall not be less than one (1) nor more than five (5), the precise number to be fixed from time to time by the by-laws.

The board of directors shall have complete charge of the business of the corporation and any delegation of its authority to committees or to the corporation's officers, in the management or administration of the business, shall be as provided by the by-laws. Directors and officers of the corporation elected by them in accordance with the by-laws, shall hold office for a period of one (1) year after their election, or until their successors are fully elected and qualified; but any director is subject to removal at any time by a majority vote of all outstanding stock of the stockholders, with or without cause; and any officer is subject to removal at any time by a majority vote of all of the directors, with or without cause.

ARTICLE VIII

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX

A majority of the directors shall constitute a quorum for a meeting of the directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the board of directors.

Members of the board of directors may participate in meetings of the boards of directors by means of conference telephone as provided by law.

ARTICLE X

The corporation shall indemnify and hold harmless any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

No contract or other transaction between the corporation and any corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is or are a director or directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be affected or invalidated by the fact that any one or more of the directors of this corporation is a party

to or are parties to or interested in such contract or transaction; provided that in each case the nature and extent of the interest of such director or directors and such contract or other transaction or the fact that such director or directors is or are a director or directors or officer or officers of such other corporation is disclosed at the meeting of the board of directors at which such contract or other transaction is authorized.

ARTICLE XII

This corporation shall have perpetual existence. It may, however, be sooner dissolved in any manner permitted by law.

ARTICLE XIII

The principal office or mailing address for the corporation is 5511 Lake Leta Boulevard, Tampa, Florida 33624.

ARTICLE XIV

The names and addresses of the initial board of directors of this corporation are as follows:

Angelo Fuentes
5511 Lake Leta Boulevard
Tampa, Florida 33624

Florence Ann Fuentes
5511 Lake Leta Boulevard
Tampa, Florida 33624

ARTICLE XV

The initial registered agent of the corporation shall be Angelo Fuentes with the initial registered office and mailing address at 5511 Lake Leta Boulevard, Tampa, Florida 33624, said agent being appointed to accept service of process within this state.

ARTICLE XVI

The name and address of the subscriber, Angelo Fuentes, to these Articles of Incorporation is 5511 Lake Leta Boulevard, Tampa, Florida 33624.

IN WITNESS WHEREOF, I, Angelo Fuentes, have executed these Articles of Incorporation for the uses and purposes herein stated on this 24th day of May, 2004.



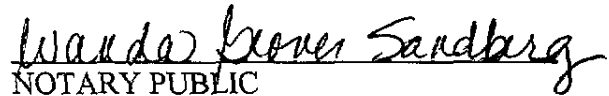
ANGELO FUENTES, Incorporator

STATE OF FLORIDA

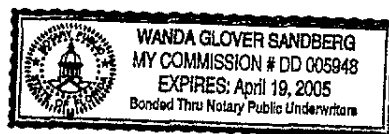
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared Angelo Fuentes, to me well known and known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on May 24, 2004.



NOTARY PUBLIC
My Commission Expires:



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:

Fuentes and Fuentes Enterprises, Inc.,
That desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 5511 Lake Leta Boulevard, Tampa, Tampa, Hillsborough County, Florida, 33624, has named Angelo Fuentes as its agent to accept service of process within this State.

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



ANGELO FUENTES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 28 PM 1:21