

P960000050059

6/12/96

FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: FAB-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI FL 33166-

CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (305) 592-9591

FAX: (904) 922-4000

((H96000008198))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TLAQUEPAQUE'S DESIGN FURNITURE, INC.

FAX AUDIT NUMBER: H96000008198

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/12/1996

TIME REQUESTED: 09:08:57

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 071001002335

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
TLAQUEPAQUE'S DESIGN FURNITURE, INC.

ARTICLE I. NAME

The name of this corporation is:

TLAQUEPAQUE'S DESIGN FURNITURE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of COMMON STOCK, with a par value of TEN (\$10.00) dollars each.

ARTICLE V. AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE THOUSAND (\$5,000.00) DOLLARS.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholders upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Eduardo Zapata Perez Rulfo
9041 S.W. 142nd Ave. #1032
Miami, Fl 33186
(305) 262-9502

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ARTICLE VII. INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:
9041 S.W. 142ND AVE., APT. #1032
MIAMI, FL 33186

The name of the initial registered agent of this corporation is:
EDUARDO ZAPATA PEREZ RULFO

The corporation principal office shall be:
9041 S.W. 142ND AVE., #1032
MIAMI, FL 33186

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have (4) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address (es) of the initial Board of Director(s) of this corporation is (are):

ROBERTO SALCEDO VILLALOBOS
OBSIDIANA #2643
RESIDENCIAL VICTORIA
ZAPOPAN, JALISCO, MEXICO 45060

EDUARDO ZAPATA PEREZ RULFO
9041 S.W. 142 AVE., # 1032
MIAMI, FL 33186

CESAR ALEJANDRO CERVANTES LOPEZ
MILAN # 2977
PROVIDENCIA
GUADALAJARA, JALISCO, MEXICO 44620

JUAN FRANCISCO JIMENEZ GONZALEZ
JOSE MARIA HEREDIA #2925
PRADOS PROVIDENCIA
GUADALAJARA, JALISCO, MEXICO 44670

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation is (are):

**ROBERTO SALCEDO VILLALOBOS
OBSIDIANA # 2643
RESIDENCIAL VICTORIA
ZAPOPAN, JALISCO, MEXICO 45060**

**EDUARDO ZAPATA PEREZ RULFO
9041 S.W. 142ND AVE.
APT. # 1032
MIAMI, FL 33186**

IN WITNESS THEREOF, we, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporations with the Secretary of State of the State of Florida, and accordingly set our hands and seal this 11 day of June 1996.


ROBERTO SALCEDO VILLALOBOS


EDUARDO ZAPATA PEREZ RULFO

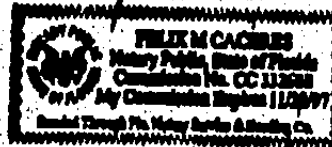
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY THAT on this day, before me a Notary Public duly authorized in the above mentioned State and County to take acknowledgments, personally appeared -----
-----ROBERTO SALCEDO VILLALOBOS AND EDUARDO ZAPATA PEREZ RULFO-----

to me well known and known to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hands and official seal in the City of Miami, County of Dade and State of Florida, this 11 day of June 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



**CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT WHO PROCESS MAY BE SERVED**

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

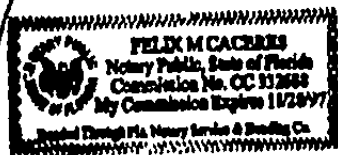
First-That ----TLAQUEPAQUE'S DESIGN FURNITURE, INC.
qualified to do business under the laws of the State of Florida with its principal office at
the City of Miami
_____, County of Dade, State of Florida has appointed -----
-----**EDUARDO ZAPATA PEREZ RULFO**-----
City of Miami, County of Dade . State 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 provisions of said Act, relative to keeping open said office.

EDUARDO ZAPATA PEREZ RULFO
Sworn to and subscribed before me,
this 11th day of June, A.D. 1996.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



FILED
96 JUN 12 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA