

P96000085250

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100001973451--5
-10/15/96--01027--004
*****78.75 *****78.75

SUBJECT: Atlas Retailers, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FILED
95 OCT 14 AM 9:13
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FROM: Gemmer Mendoza
Name (printed or typed)

1398 N.W. 79th St., Suite # E-510
Address

Miami, FL 33147
City, State & Zip

(305) 498-6756
Daytime Telephone number

Dmc
10/16/96

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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96 OCT 14 AM 9:13

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

STATE OF FLORIDA
TALLAHASSEE

ARTICLE I NAME

The name of the corporation shall be:

Atlas Retailers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. BOX 111888, Hialeah, FL 33011

1398 N.W. 79th St., Suite # E-510, Miami, FL 33147

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares.

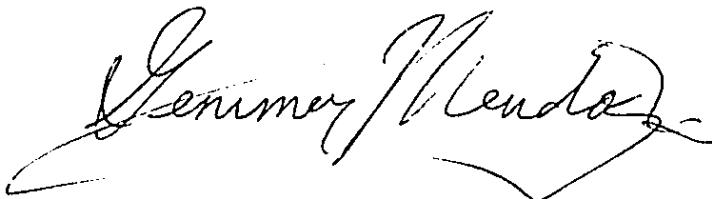
ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

P.O. BOX 111888, Hialeah, FL 33011

1398 N.W. 79th St., Suite # E-510, Miami, FL 33147

Gemmer Mendoza



ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

- Gemmer Mendoza, 1398 N.W. 79th St. Suite # E-510, Miami, FL 33147
- Rony Fuentes, 3175 N.W. 94th St., Miami, FL 33147
- Atlas Retailers, Inc., P.O. BOX 111888, Hialeah, FL 33011
- Fiscal Year: 1996
- Purposes: To purchase, sell, import, export, distribute and deal in goods, wares, services, merchandise, and materials of any and every kind and description.
- Total Number of Shares: One Thousand.
- Par Value per Share: \$ 10.00
- Initial capital paid into the corporation: \$ 10,000.00
- Number of directors constituting the initial Board of Directors: 2

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9th day of October, 19 96.

(An additional article must be added if an effective date is requested.)

(Gemmer Mendoza)


Signature

(Rony Fuentes)


Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

FILED

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Atlas Retailers, Inc.

2. The name and address of the registered agent and office is:

Gemmer Mendoza
(NAME)
1398 N.W. 79th ST. Suite # E-510
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Miami, FL 33147
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

10/09/96
(DATE)