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June 21, 1999

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

VIA FEDERAL EXPRESS

Re: Portobello, Inc.
Our File No.997-99

500002917155--5
-06/28/99-01093-012
****122.50 ****78.75

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation of the above referenced corporation, together with our check in the sum of \$122.50 representing the filing fee on same.

Should you have any questions, please feel free to call this office.

Very truly yours,

MANUEL DINER, P.A.

Manuel Diner

Manuel Diner, Esq.

MD/da
Enclosure

secst.lett

FILED
99 JUN 28 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JUL - 1 1999

**ARTICLES OF INCORPORATION
OF
PORTOBELLO, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME AND ADDRESS OF CORPORATION

The name of this corporation is: PORTOBELLO, INC.
The Corporation's principal office and mailing address is:
3400 NE 197TH Street, #1512
Aventura, Florida 33180

ARTICLE II.
NATURE OF CORPORATION BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 7,500 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and Registered Office of the corporation in the State of Florida shall be:

INITIAL REGISTERED AGENT: Manuel Diner
INITIAL REGISTERED OFFICE: 141 N.E. 3rd Avenue, Suite 601
Miami, Florida 33132

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT

