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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. BRUCARTE CORPORATION  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
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Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
Brucarte Corporation

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The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

**ARTICLE I- NAME**

The name of the corporation shall be Brucarte Corporation, Located at: 1750 W. 46th Street, #338, Hialeah, Florida 33012.

**ARTICLE II - DURATION**

The Corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The purpose of the corporation is to transact business in the State of Florida.

**ARTICLE IV - STATED CAPITAL**

The corporation is authorized to issue the following capital stock:

<b><u>No. Shares</u></b>	<b><u>Classification</u></b>	<b><u>Par Value</u></b>
1000	Common	\$1.00

Subject to Section 46 of the Florida Business Corporation Act, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered by others.

**ARTICLE V - ADDRESS AND REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is 1750 W. 46th Street, #338, Hialeah, Florida 33012. The name and street address of the initial registered agent is JORGE A. PRIAS, 1750 W. 46th Street, #338, Miami, Florida 33012.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the corporation is JORGE A. PRIAS, 1750 W. 46th Street, #338, Miami, Florida 33012.

**ARTICLE VII - BOARD OF DIRECTORS**

The corporation shall have directors as shall be determined by the By laws, but there shall not be less than one (1). The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. Initially, this Corporation will have three directors. The names and street addresses of the initial directors of this corporation are:

1. JORGE A. PRIAS, 1750 W. 46th Street, #338, Hialeah, Florida 33012
2. PATRICIA M. PRIAS, 1750 W. 46th Street, #338, Hialeah, Florida 33012

**ARTICLE VIII - BYLAWS**

The bylaws may be altered, amended, repealed or added to by a unanimous vote of the Board of Directors either at a regular meeting or a special meeting called for that purpose. Any bylaws altered, amended, repealed or added by the Board of Directors may be amended, altered or replaced by the Shareholders at any duly convened meeting thereof.

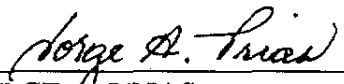
**ARTICLE IX - SHAREHOLDERS PROPERTY**


Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

**ARTICLE X - AMENDMENTS TO ARTICLES**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting, with a unanimous vote of the common stock.

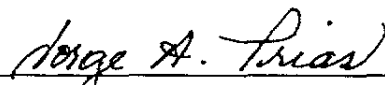
**IN WITNESS WHEREOF**, the undersigned, as incorporator, hereby executes these Articles of Incorporation this \_\_\_\_ day of March, 2003.

  
\_\_\_\_\_  
JORGE A. PRIAS,  
INCORPORATOR/DIRECTOR

  
\_\_\_\_\_  
PATRICIA M. PRIAS, DIRECTOR

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Brucarte Corporation, DATED this 10th day of March, 2003.

  
\_\_\_\_\_  
JORGE A. PRIAS  
REGISTERED AGENT

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