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Florida Department of State
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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

BRUNO KIDS INC.

Certificate of Status	0
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F. CHASER

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ARTICLES OF INCORPORATION
OF

BRUNO KIDS INC.

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

ARTICLE I NAME

The name of the corporation shall be:
BRUNO KIDS INC.

The principal place of business of this corporation shall be: 7661 NW 68ST SUITE 120 MIAMI, FL. 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 SHARES \$1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JULIO ERNESTO AEDO 100% OF THE SHARES 7661 NW 68ST SUITE 120
MIAMI, FL. 33166

JUDITH MARTHA PONCE 7661 NW 68ST SUITE 120
MIAMI, FL. 33166

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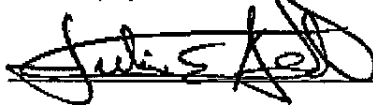
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JULIO ERNESTO AEDO 7661 NW 68ST SUITE 120
MIAMI, FL. 33166

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 18TH day of JANUARY 2000

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

BRUNO KIDS INC.

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

JULIO ERNESTO AEDO 7661 NW 68ST SUITE 120

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33166

(CITY/STATE/ZIP)

SIGNATURE

1-18-00

TITLE

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

1-18-00

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TALLAHASSEE, FLORIDA