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Law Offices of
Josefina M. Perez - Cofiño
A Professional Association

7860 N.W. 71 STREET, SUITE #302
MIAMI, FL. 33166

TEL. (305) 513-3848
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FILED
00 FEB 21 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 20, 1999

300002998223--5
-09/27/99--01154--016
*****78.75 *****78.75

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: E. & M. Enterprises, Inc.
Simple Arts & Co.

To Whom it may concern,

Enclosed please find original and two copies of Certificate of Incorporation for the above mentioned corporations, along with two checks in the amount of \$78.75 for filing of the same.

We would appreciate if you could fax us confirmation of filing via fax at (305) 513-3844.

If you have any questions concerning the above, please contact the undersigned.

Thank you for your excellent courtesies.

189,2544,2551,2550
W/99-22520
Sincerely,

Josefina M. Perez

8.300001 FEB 21 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

JOSEFINA M. PEREZ-COFINO, P.A.
7880 N.W. 71ST STREET
SUITE #302
MIAMI, FL 33166

SUBJECT: E & M ENTERPRISES, INC.
Ref. Number: W99000022520

We have received your document for E & M ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 499A00047586

**ARTICLES OF INCORPORATION
OF
ERMAR ENTERPRISES, INC.**

FILED
00 FEB 21 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned; for the purpose of forming a corporation under the FEDERAL GENERAL CORPORATION ACT hereby adopts the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the corporation is ERMAR ENTERPRISES, INC.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may transact any and all lawful business for the purpose of any and all business to be incorporated under the Laws of the STATE OF FLORIDA.

**ARTICLE FOUR
PLACE OF BUSINESS**

The principal place of business of the Corporation shall be at 17315 S.W. 8 STREET, PEMBROKE PINES, FLORIDA 33029 with privilege of having branch offices within and without the State of Florida.

**ARTICLE FIVE
CAPITAL STOCK**

The maximum number of shares which the corporation has authority to issue is 100, all of which shall be common shares with \$1.00 par value.

**ARTICLE SIX
INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of the corporation shall be the SAME as the principal office and the name of the initial registered agent at such address is JOSEFINA M. PEREZ-COIFNO, ESQ.

**ARTICLE SEVEN
PREEMPTIVE RIGHTS**

The Shareholders shall have Preemptive Rights.

**ARTICLE EIGHT
INITIAL DIRECTOR AND OFFICER**

7.01 The Board of Directors of the corporation shall consist of one member.

7.-2 The name and address of the initial Director of the Board:


<u>Name</u>	<u>Address</u>
ERNESTO NORONO PRESIDENT/TREASURER	17315 S.W. 8 STREET PEMBROKE PINES, FLORIDA 33029
MARLENE M. RUIZ VICE PRESIDENT/SECRETARY	17315 S.W. 8 STREET PEMBROKE PINES, FLORIDA 33029

7.03 The initial Director will also serve as the initial President

**ARTICLE NINE
INCORPORATOR**

<u>Name</u>	<u>Address</u>
MARLENE M. RUIZ	17315 S.W. 8 STREET • MIAMI, FLORIDA 33029

The undersigned has executed these Articles of Incorporation this 17th day of February 2000.



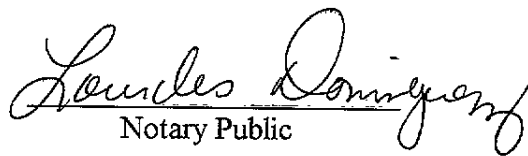
PRESIDENT
Signature

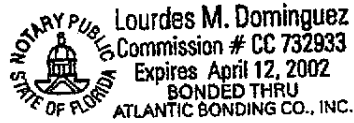
STATE OF FLORIDA

COUNTY OF DADE

Before me the undersigned authority personally ERNESTO NORONO, PRESIDENT and who is personally known by me and he acknowledged before me that he signed the foregoing Certificate of Incorporation for the purposes therein expressed.

Msword/ERMAR


Notary Public



REGISTERED AGENT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED:

FIRST THAT: **ERMAR ENTERPRISES, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI STATE OF FLORIDA, HAS NAMED: JOSEFINA M. PEREZ-COFINO, ESQ. LOCATED AT 7860 NW 71 STREET, STE 302, MIAMI, FLORIDA 33166 STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



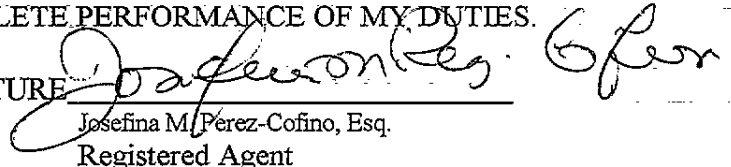
ERNESTO NORONO

TITLE: PRESIDENT

DATE: 2-17-2000

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

SIGNATURE



Josefina M. Perez-Cofino, Esq.
Registered Agent

DATE:

2/17/2000