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OLD VILLAGE CLASSICS, INC.
P.O. BOX 453903
MIAMI, FL. 33245
(305) 285-4321 FAX: (305) 285-3027

SEPTEMBER 9TH, 2000

STATE OF FLORIDA
CORPORATE DIVISION
TALLAHASSEE, FL.

800003388308--5
-09/11/00--01096--020
*****87.50 *****87.50

TO WHOM IT MAY CONCERN:

ENCLOSING ORIGINAL ARTICLES OF INCORPORATION AND
CASHIER CHECK NO.018824 IN THE SUM OF 87.50 FOR OLD
VILLAGE CLASSICS, INC.

SHOULD YOU HAVE ANY QUESTIONS OR COMMENTS, PLEASE
CONTACT ME AT (305) 385-4321.

YOUR PROMPT ATTENTION TO THIS MATTER, IS APPRECIATED.

SINCERELY,


MRS. JULIA MUNIZ
ADMINISTRATIVE ASSISTANT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 11 AM 8:00

FILED

F. CHESTER SEP 14 2000

ARTICLES OF INCORPORATION

OF

ARTICLE I.

NAME

THE NAME OF THE CORPORATION IS: OLD VILLAGE CLASSICS, INC.

ARTICLE II.

TERM OF THE CORPORATE EXISTENCE

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED
ACCORDING TO LAW AND SUCH EXISTENCE SHALL COMMENCE AT THE
TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE
DEPARTMENT OF STATE.

ARTICLE III.

PERMITTED ACTIVITY

THE CORPORATION SHALL ENGAGE IN ANY ACTIVITY OF BUSINESS
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE
OF FLORIDA.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 11 AM 8:00

FILED

ARTICLE IV .
AUTHORIZED SHARES

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS 100 SHARES WITH PAR VALUE OF \$1.00.

ARTICLE V.
PREEMPTIVE RIGHTS DENIED

NO HOLDER OF ANY SHARES OF THE CORPORATION SHALL HAVE ANY PREEMPTIVE RIGHT TO PURCHASE, SUBSCRIBE FOR OR OTHERWISE ACQUIRE ANY SHARES OF THE CORPORATION OF ANY CLASS NOW OR HEREAFTER AUTHORIZED, OR ANY SECURITIES, EXCHANGEABLE FOR OR CONVERTIBLE INTO SUCH SHARES, OR ANY WARRANTS OR ANY INSTRUMENTS EVIDENCING RIGHTS OR OPTIONS TO SUBSCRIBE FOR, PURCHASE, OR OTHERWISE ACQUIRE SUCH SHARES.

ARTICLE VI .
PRINCIPAL OFFICE

THE PRINCIPAL OFFICE OF THE CORPORATION IS: 5313 COLLINS AVE.
#409 MIAMI BEACH, FLORIDA 33140.

ARTICLE VII .

REGISTERED OFFICE AND AGENT

THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:

5313 COLLINS AVE. #409 MIAMI BEACH, FLORIDA 33140.

ARTICLE VIII .

DIRECTORS

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS CONSISTING OF NOW FEWER THAN ONE PERSON, THE EXACT NUMBER TO BE DETERMINED FROM TIME TO TIME IN ACCORDANCE WITH THE BY-LAWS.

THE NAME OF ADRESS OF THE FIRST BOARD OF DIRECTORS WHO SHALL SERVE UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL HIS SUCCESSORS ARE ELECTED AND QUALIFIED SHALL BE:

NAME

ANDRIA MUNIZ AMADOR

PRESIDENT

ARTICLE IX.

INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

ANDRIA MUNIZ AMADOR

5313 COLLINS AVE. #409, MIAMI BEACH, FL. 33140

ARTICLE X.

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY PRESENT OR FORMER OFFICER OR DIRECTOR, OR PERSON EXERCISING POWERS AND DUTIES OF DIRECTOR, TO THE FULL EXTENT NOW OR HEREAFTER PERMITTED BY LAW.

IN WITNESS WHEREOF, THE UNDERSIGNED, BEING THE ORIGINAL INCORPORATOR OF THE CORPORATION, HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 8TH DAY OF SEPTEMBER 2000.

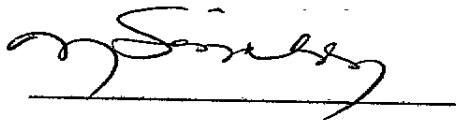

ANDRIA MUNIZ AMADOR
INCORPORATOR

STATE OF FLORIDA)

COUNTY OF DADE)

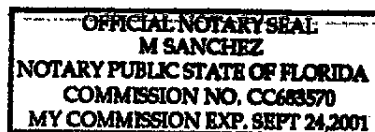
I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY
PUBLIC DULY AUTHORIZED IN THE STATE OF COUNTY NAMED ABOVE TO
TAKE ACKNOWLEDGEMENTS PERSONALLY APPEARED BEFORE ME
ANDRIA MUNIZ TO BE THE PERSON DESCRIBED HEREIN AS THE
INCORPORATOR, AND WHO EXECUTED THE SAME FREELY AND
VOLUNTARILY FOR THE USES AND PURPOSES THEREIN SET FORTH AND
EXPRESSED

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND
AFFIXED MY OFFICIAL SEAL ON THIS 8th DAY OF SEPTEMBER 2000.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 DESIGNA-
TING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. THE NAME OF THE CORPORATION IS: OLD VILLAGE CLASSICS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
5313 COLLINS AVE. #409, MIAMI BEACH, FL. 33140

SIGNATURE:


ANDRIA MUNIZ AMADOR, PRESIDENT
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 11 AM 8:00

FILED