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FAMILIA DISCOUNT ENTERPRICE, INC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

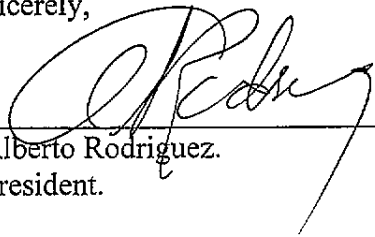
December 6, 2000

Florida Department of State  
Division of Corporation  
PO Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed you will find the check number 02314915773 for the amount of \$ 70.00.

Sincerely,



Alberto Rodriguez.  
President.

100003496161--4  
-12/11/00-01160-024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00



ARTICLES OF INCORPORATION  
OF

FAMILIA DISCOUNT ENTERPRISE, INC.

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ARTICLE I

NAME

The name of the corporation is Familia Discount Enterprise, Inc., the mailing address is 1901 West Flagler ST, Suite 14, Miami, FL 33135

ARTICLE II

NATURE OF THE BUSINESS.

This corporation is being formed for the following purposes:  
Sales of Merchandises

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient of proper for the accomplishment of any of the purpose or the attainment of any or all of the objects hereinbefore enumerate or incidental to the purpose and power herein named for the enhancements of the value of the property of the corporation or which at any time appear conducive there to or expedient.

ARTICLE III

TERM OF EXISTENCE.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date in which corporate existence shall begin is the date on which these article of incorporation are filed with the Secretary of the State of Florida.

ARTICLE IV

CAPITAL STOCK.

This corporation is authorized to issue 100 shares of \$ 5.00 par value common stock, which shall be designated "Common Shares".

ARTICLES OF INCORPORATION  
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FAMILIA DISCOUNT ENTERPRISE, INC.

ARTICLE V

INITIAL REGISTERED OFFICE & AGENT.

The street address of the initial registered office of the corporation is 1901 West Flagler ST, Suite 14, Miami, FL 33135 and the name of the initial registered agent of this corporation is Alberto Rodriguez  
Social Security: 579-04-7859

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by-laws, but shall never be less than one (1). The name(s) and address (es) of the initial director(s) of this corporation are:

Alberto Rodriguez  
Ph: (305) 643-4721

(President)

**1901 West Flagler ST. Suite 14  
Miami, FL 33135**

ARTICLE VII

OFFICERS.

The officers of the corporation shall be as followed:

**Alberto Rodriguez**

**(PRESIDENT)**

**100 SHARES**

ARTICLE VIII

AMENDMENTS OF INCORPORATION &  
BY-LAWS

This Corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders of the corporation.

ARTICLES OF INCORPORATION  
OF  
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ARTICLE IX

POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

DIVIDENDS

Dividends payable in shares of any and class may be paid to holders of shares of any other class.

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, employees or agents or any persons who may served at its request as a director, officers, employees or agent of another corporation, partnership, joint, venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not limited to, the expenses, including the cost of any judgment, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as therein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.



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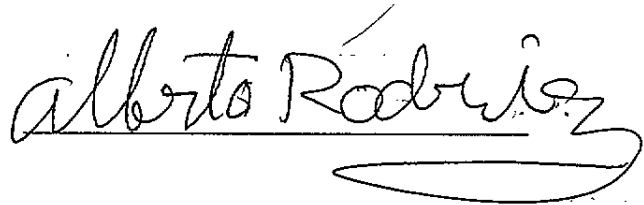
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FAMILIA DISCOUNT ENTERPRISE INC, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation at the City of Miami, County of Dade, State of Florida, has named Alberto Rodriguez address 1901 West Flagler ST, Miami, FL 33135 as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this Capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Handwritten signature of Alberto Rodriguez in cursive script, underlined.