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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

EL REYDEL CARIBE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

El Rey Del Caribe, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of
Import & Export
2. To transact any other lawful business for which corporations may be
incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary
or desirable in order to accomplish the foregoing.

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$ 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is

705 W 20th Street

Hialeah, FL 33010

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Jose M. Leal President/Treasurer	17500 SW 58 th Street Fort Lauderdale, FL 33331
Orestes Espinosa Vice-President/Secretary	4340 NW 198 th Street Miami, FL 33055

ARTICLE NINE

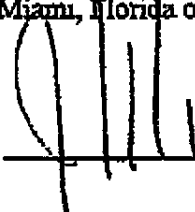
A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Jose M. Leal	17500 SW 58 th Street Fort Lauderdale, FL 33331

Executed by the undersigned at Miami, Florida on January 24, 2001.



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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

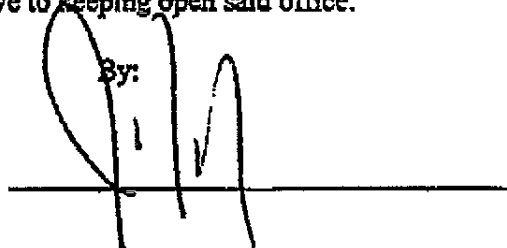
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

First- That El Rey Del Caribe, Inc. desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the articles of incorporation at the
City of Hialeah, County of Miami-Dade, State of Florida has named Jose M. Leal located
at 17500 SW 58th Street, City of Fort Lauderdale, County of Broward, State of Florida, as
its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation,
at place designated in the 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.

By:



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