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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.

RANELLY INVESTMENTS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
RANELLY INVESTMENTS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this Corporation is
RANELLY INVESTMENTS, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date
these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all
lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue twenty thousand shares of
\$0.01 par value, which said shares shall be designated as
"Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office
of the Corporation is
9035 S.W. 65TH STREET
MIAMI, FL 33173

The name of the initial Registered Agent of this

Corporation is ABBY HIDALGO - GATO

MICHAEL K. FISH, CPA, P.A.
7700 N. KENDAL DR. SUITE 301
MIAMI, FL 33156
PHONE : (305) 279-8484
FAX : (305) 279-4409

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director.
The number of directors may increase from time to time by the
By-laws but shall never be less than one (1). The name and address
of the initial director of this Corporation is:

ABBY HIDALGO - GATO
9035 S.W. 65TH STREET
MIAMI, FL 33173

ARTICLE VII - INCORPORATOR

The names and addresses of the persons signing these Articles are:

ABBY HIDALGO - GATO
9035 S.W. 65TH STREET
MIAMI, FL 33173

ARTICLE VIII

This Corporation shall have all of the Corporate powers
enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal
any provisions contained in these Articles of Incorporation, and
amendment thereof, and any right conferred upon the shareholders
herein to this reservation.

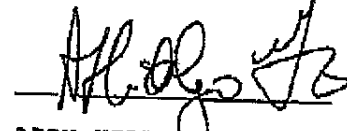
MICHAEL K. FISH, CPA, P.A.
7700 N. KENDALL DR. #501
MIAMI, FL 33156
PHONE: (305) 279-8484
FAX: (305) 279-4409

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H 01000020941**ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

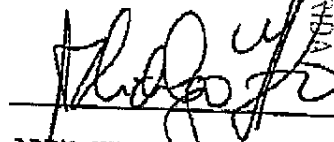
IN WITNESS WHEREOF, the undersigned subscriber has executed These Articles of Incorporation this 24th day of February, 2001.


ABBY HIDALGO - GATO

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the Provisions of all other Statutes related to the proper and Complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand
this 24th Day of February 2001.


ABBY HIDALGO - GATO

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TALLAHASSEE, FLORIDA

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