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Division of Corporations

EMPIRE CORP

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Florida Department of State**  
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**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**EL REMATE CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EL REMATE CORPORATION**

We the undersigned incorporate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights,--- privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

**ARTICLE I**

The name of the Corporation shall be:

**EL REMATE CORPORATION**

**ARTICLE II**

This Corporation shall have perpetual existence.

**ARTICLE III**

This Corporation is organized with the purpose to engage in the transaction of retail and distributor of general merchandise and all other lawfull activities of business permitted under the laws of the State of Florida and of the United States of America.

**ARTICLE IV**

The aggregate maximum number of shares which this Corporation shall have authority to issue and have outstanding at anyone time is: 500 at One Dollar each.

**ARTICLE V**

This Corporation shall begin business with no less than five Hundred Dollars.

**ARTICLE VI**

The post office address of the principal office of this Corporation shall be: 2488 N.W. 20th Street, Miami, Florida 33142.

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**ARTICLE VII**

The name and address of the initial Registered Office of this Corporation is Reynaldo Ramos 2488 N.W. 20th Street, Miami, Florida 33142.

**ARTICLE VIII**

The business of the Corporation shall be managed by a Board of Directors and the number of Directors, no less than one, no more than five and shall be fixed by resolution of the stockholders at regular or special meetings, - subject to the manner of holding such meetings prescribed by the By-Laws.

**ARTICLE IX**

The name and post office address of the members of the Board of Director who shall serve as members thereof, are as follow:

NAME	OFFICE	ADDRESS
Reynaldo Ramos	President	2488 N.W. 20th Avenue Miami, Florida 33142
Lazaro M. Rodriguez	Secretary	2488 N.W. 20th Avenue Miami, Florida 33142

**ARTICLE X**

Distribution to Incorporators is as follows:

Reynaldo Ramos	255 Shares	\$255.00 Value
Lazaro M. Rodriguez	245 Shares	\$245.00 Value

**ARTICLE XI**

Each stockholder before offering to sell or otherwise dispose of the stock of this Corporation, owned by him, first offer such stock to the remaining stockholders of this Corporation and obtaining their refusal to purchase -- same, proceed to sell at the Fair Market Value thereof.

**ARTICLE XII**

Amendments to the Articles of Incorporation, Merger, Consolidations or Dissolution, shall be approved and submitted to the Stockholders for -- Approval 51 % of all votes will be necessary and thirty days notice shall be provided.

**ARTICLE XIII**

This Corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the By-Laws.

In Witness thereof, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 25th Day of April 2001.

  
Reynaldo Ramos - Incorporator

  
Lazaro M. Rodriguez - Incorporator

STATE OF FLORIDA )


Before me, the undersigned authority duly authorized to administer oath and take acknowledgment, personally appeared :

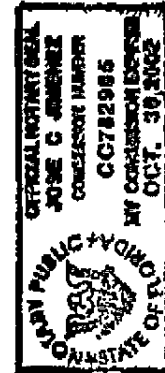
REYNALDO RAMOS

LAZARO M. RODRIGUEZ

who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed .

IN WITNESS THEREOF, I have hereunto set my hand and official seal,  
at Miami, said County and State, this 25th Day of April 2001.

  
Prepared By: Jose C. Jimenez, D.B.A. (Accountant & Notary Public)  
454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125, Tel. 541-4714



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT - REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

The name of the Corporation is **EL REMATE CORPORATION**

The name and address of the Registered Agent and office is Reynaldo Ramos  
2488 N.W. 20th Avenue, Miami, Florida, 33142.

\_\_\_\_\_  
Corporate Officer

\_\_\_\_\_  
Title: Secretary

Date: April 25, 2001.

Having been named to accept service of process for the above stated -- Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties

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and accept the duties and obligations of Section 607.325, Florida Statutes.

  
Reynaldo Ramos, Registered Agent,  
accepting office.

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TALLAHASSEE, FLORIDA

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