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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GRACIA ENTERPRISES, CORP.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
GRACIA ENTERPRISES, CORP.

The undersigned subscribers to these Articles of Incorporation each natural person competent to contract, hereby associates themselves to form a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I NAME

The name of this corporation is: **GRACIA ENTERPRISES, CORP.**

ARTICLE II
NATURE OF BUSINESS

The general nature of the business, the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and as to the same extent as natural persons might or could do, viz:

- 1- Representanation of new, innovative products; inventions.
- 2- Any and all lawful authorized business within the State of Florida.
- 3- And, in general to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the the interest of the corporation or to enhance the value of its properties.
- 4- And, further, to borrow or to raise money for any purpose, of the company, and to secure the same interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of the Company owned or hereinafter acquired, and to create, issue, draw, accept and negociate bonds or mortgages, bills of exchange, promissory notes and other obligations or negotiable instruments.

ARTICLES III
CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is TWO HUNDRED THOUSAND SHARES of common stock AT \$1.00 ONE DOLLARS PER SHARE. PAR VALUE.

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ARTICLE IV AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than TWO HUNDRED THOUSAND DOLLARS (\$200.000.00)

ARTICLE V TERM OF EXISTANCE

This corporation will have perpetual existence.

ARTICLE VI ADDRESS

The initial first office address of the principal office of this corporation in the State of Florida is: 16711 COLLINS AVE. 1804, SUNNY ISLES BEACH, FL 33160.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within and within the United States.

ARTICLES VII DIRECTORS

This corporation shall have TWO directors initially. The number of Directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than ONE.

ARTICLES VIII INITIAL BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

Alejandro Gracia **PRESIDENT**
116711 Collins Ave 1804
Sunny Isles Beach, Fl 33160

Caterine Astrid Zapata Marin **VICE PRESIDENT**
116711 Collins Ave 1804
Sunny Isles Beach. Fl 33160

ARTICLE IX SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof, are:

Alejandro Gracia 16711 Collins Ave 1804 Sunny Isles Beach, Fl 33160	100.000 SHARES
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Caterina Astrid Zapata Marin 16711 Collins Ave 1804 Sunny Isles, Fl 33160	100.000 SHARES
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ARTICLES X AMENDMENT

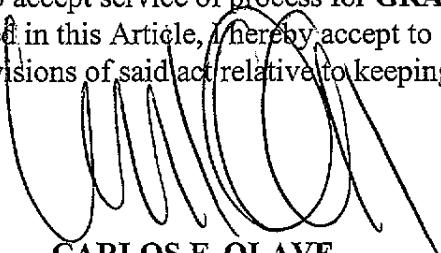
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting of the Stock entitled vote thereon.

ARTICLE XI REGISTERED AGENT

Registered Agent shall be CARLOS F OLAVE and his principal registered office at 9591 Fountainebleau Blvd. 519, Miami, Fl. 33172.

ACKNOWLEDGEMENT

Having been named to accept service of process for **GRACIA ENTERPRISES, CORP.** at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



CARLOS F. OLAVE
Registered Agent

We, the undersigned. Being each and all of the original subscribers of the capital stock herein above named for the purpose of forming a corporation

for profit to do business both with and without the State of Florida, do hereby make, subscribe, acknowledge and file this certicate, hereby declaring and certifying that the facts hereing stated are true. And do respectively agree to take the number of shares of stock herein above set forth to us and accordingly have hereuntp set our hand sisgnature and seal this TWENTY SEVENTH DAY OF APRIL OF THE YEAR 2001.



Alejandro Gracia



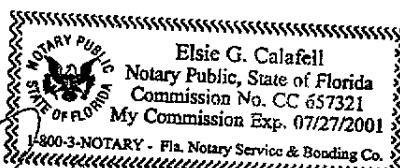
Caterine Astrid Zapata Marin

STATE OF FLORIDA)
SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notry Public duly authorized to administer oaths and take acknowledgements, personally appeared Alejandro Gracia and Caterina Astrid Zapata Marin identified by their respective passports , to execute the foregoint Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

I witness, set my hand and seal in the County and State named above this TWENTY SEVENTH DAY OF APRIL OF THE YEAR 2001.

Notary Public



Elsie G. Calafell

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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