010000542

TRANSMITTAL LETTER

01 HAY 24 PM 1: 03

SECRETARY OF STATE TALLAHASSEE FLORIDA

Department of State **Division of Corporations** P. O. Box 6327 Tallahassee, Fl. 32314

SUBJECT: La Guadalupana, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

| Enc | osed | is an | original | and c | one (1) | copy | of the | articles | of inco | rporation | an a | check | for: |
|-----|------|-------|----------|-------|---------|------|--------|----------|---------|-----------|------|-------|------|
|-----|------|-------|----------|-------|---------|------|--------|----------|---------|-----------|------|-------|------|

□ \$70.00 Filing Fee

Filing Fee

& Certificate of Status

□ \$78.75

Filing Fee

& Certificate of Status

□ \$87.50

Filing Fee,

Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Miguel A. Méndez

Name (Printed or typed)

533 W. Pennsylvania Ave.

Address

DeLand, Florida 32720

(City, State, Zip)

386 *- 740 - 7223*

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. WHITE JUN - 1 2001

La Guadalupana, Inc.

01 MAY 24 PM 1:03

SECRETARY OF STATE TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCIBER TO THESE ARTICLES OF INCORPORATION, A NATUAL PERSON COMPETENT TO CONTRACT, HERBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF FLORDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

La Guadalupana, Inc.

ARTICLE II

THE PRINCIPLE PLACE OF BUSINESS/MAILING OF THIS CORPORATION SHALL BE:

817 S. Amelia Ave. DeLand, Florida 32724

ARTICLE III

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFULL ACTIVITIES OR BUINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, TERRITORY OR NATION.

ARTICLE IV

THE MAXIMUN NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS 750,000 OF COMMON STOCK AT \$0.01 PAR VALUE. THE BOARD OF DIRECTORS SHALL FIX AND DETERMINE THE VOTING AND NONVOTING RIGHT OF EACH ISSUE OF SHARES OF THE COMMON STOCK.

ARTICLE V

THIS CORPORATION SHALL HAVE PERPETUAL EXISTAENCE

ARTICLE VI

THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF TWO DIRECTORS, THE NUMBERS OF DIRECTORS OF THE CORPORATION SHALL BE SPECIFIED FROM TIME TO TIME, BY THE BYLAWS PROVIDED, HOWEVER, THAT THE NUMBER OF DIRECTOR SHALL NEVER BE LESS THEN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE AS FOLLOWS:

Eusebio Ferrusco 817 S. Amelia Ave. DeLand, Florida 32724 Ana Rosa Ferrusco 817 S. Amelia Ave DeLand, Florida 32724

ARTICLE VII

THE NAME AND ADDRESS OF THE REGISTERED AGENT FOR THIS CORPORATION IS:

Eusebio Ferrusco 817 S. Amelia Ave DeLand, Florida 32724

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

MIGUEL A. MENDEZ 533 W. Pennsylvania Ave. DeLand, Florida 32720

ARTICLE IX

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERE TO BY MAYORITY VOTE OF THE BOARD OF DIRECTORS AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

| THE UNDESIGNED IN INCORPORATION THE | CORPORA | TOR HAS | EXECUTE | D THESE ARTICLES OF |
|-------------------------------------|---------|---------|---------|---------------------|
| MCORI ORATION TIL | | _DAT OF | Ju peg | 1.1.1 |
| Signature/incorporator | ich | · · | Date | 6/21/01 |
| Signature/fileGiporator | | | Date | |

FILED

01 MAY 24 PM 1: 03

SECRETARY OF STATE ALLAHASSEE FLORIDA

La Guadalupana, Inc.

CERTIFICATE DESIGNATIG PLACE OF BUSNIESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

La Guadalupana, Inc. ELECTING TO ORGANIZE AS A DOMESTIC CORPORATION, OR QUALIFY UNDER THE LAWS OF FLORIDA, HAS NAMED AND DESIGNATED Eusebio Ferrusco DENT AGENT TO ACCEPT SERVICE WITHIN THE STATE OF FLORIDA, WITH ITS REGISTERED OFFICE LOCATED AT:

> Eusebio Ferrusco 817 S. Amelia Ave. DeLand, FLORIDA 32738

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPIONTMENT AS REGIGTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Signature/Registered Agent