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TRANSMITTAL LETTER

FILED

01 JUN -6 PM 12:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

300004367443-8

-06/06/01--01043--001

*****70.00 *****70.00

SUBJECT:

Eusebio Sosa

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

El Chocolatezollan store inc
Name (Printed or typed)

425 NW 12 AVE
Address

Miami FL 33128
City, State & Zip

305 148 3070
Daytime Telephone number

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

C. BLALOCK JUN 11 2001
C. BLALOCK

ARTICLES OF INCORPORATION
FOR
CHOCOLATAZO DOLLAR DISCOUNT INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME. The name of the corporation shall be CHOCOLATAZO DOLLAR DISCOUNT INC.

ARTICLE II

PLACE OF BUSINESS. The principal place of business and mailing address of the corporation shall be:

425 NW 12 AVE.
MIAMI, FL 33128

ARTICLE III

STOCK. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares.

ARTICLE IV

PURPOSES. The general purpose for which the corporation is organized is the following:

- (a) For the purpose of purchasing residential apartments and renting them.
- (b) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Counsel Corporation Act. No other purpose limits this general purpose in anyway; and
- (c) To do such things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

CHOCOLATAZO DOLLAR DISCOUNT INC.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS. The directors shall be elected pursuant to the By-Laws of the Corporation. The number of directors of the Corporation shall be as set forth in the By-Laws of the Corporation.

ARTICLE VI

CORPORATE POWERS. The corporate powers shall be as set forth in the Florida Statutes, as amended.

ARTICLE VII

REGISTERED AGENT AND ADDRESS. The address of the corporation's registered office and the name of its registered agent are:

Jose E Quintana
5864 NW 183 ST
Miami, FL 33015

ARTICLE VIII

INCORPORATOR. The name and address of the incorporator for these Articles of Incorporation is:

Eucebio Gonzalez
2262 SW 32nd Ave.
Miami, Fl 33145

The undersigned has executed these Articles of Incorporation this January 10, 2001.

Signature of the Incorporator:


Eucebio Gonzalez

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

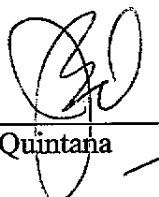
Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is **CHOCOLATAZO DOLLAR DISCOUNT INC.**

The name and address of the registered agent and office is:

Jose E Quintana
5864 NW 183 ST
Miami, FL 33015

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Jose E Quintana

Dated: January 10, 2001