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Florida Department of State
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Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

CACHE PROMOTIONS INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 26, 2001

FAS-T

SUBJECT: CACHE PROMOTIONS INC.
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FAX Aud. #: H01000084362
Letter Number: 501A00043255

ARTICLES OF INCORPORATION

OF

CACHE PROMOTIONS INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **CACHE PROMOTIONS INC.**

The principal place of business of this corporation shall be:
1001 Rutland Street, Opalocka, FL 33054.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: **500 shares at \$ 1.00 par value**

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

**Franklin Zapata
1001 Rutland Street
Opalocka, FL. 33054**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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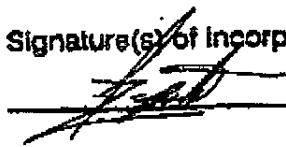
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Franklin Zapata
1001 Rutland Street
Opalocka, Fl. 33054

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these
Articles of Incorporation this 24 day of July, ~~19~~ 2001

Signature(s) of Incorporator(s)



Franklin Zapata.
President

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.

1. The name of the corporation is: CACHE PROMOTIONS INC

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

Yarisi Segura. 2500 W 56 Street, Apt. 1302

(P.O. BOX NOT ACCEPTABLE)

Hialeah, Fl. 33016

(CITY/STATE/ZIP)

SIGNATURE


(Corporate Officer)

TITLE President

DATE 7-23-01

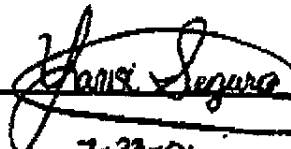
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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

7-23-01

REGISTERED AGENT FILING FEE: