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Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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FLORIDA PROFIT CORPORATION OR P.A.

~~Inner Strength, Incorporated~~
Brand New Second Hand, Incorporated.

Certificate of Status	1
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Page Count	04
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 27, 2001

CORPORATE CREATIONS

SUBJECT: INNER STRENGTH, INCORPORATED
REF: W01000017385

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ARTICLES OF INCORPORATION

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Article I. Name

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The name of this Florida corporation is:
Brand New Second Hand, Incorporated

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II. Address

The Corporation's mailing address is:
Brand New Second Hand, Incorporated
551 North Mashta Drive
Key Biscayne FL 33149

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Oscar Levin
1221 Brickell Avenue, 21st Floor
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Carlos Iglesias

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Oscar Levin | FL Bar Member 0262994
Greenberg Traurig, P.A.
1221 Brickell Avenue, 21st Floor
Miami FL 33131
305-579-0500

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

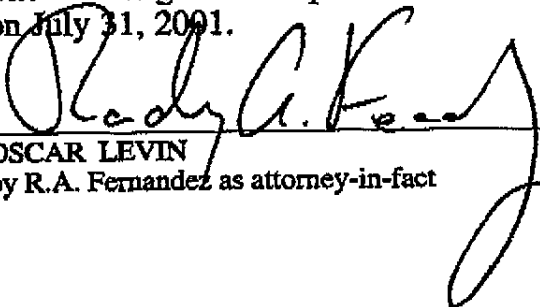
The name and address of the incorporator is:

Oscar Levin
Greenberg Traurig, P.A.
1221 Brickell Avenue, 21st Floor
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 31, 2001.

The undersigned incorporator executed these Articles of Incorporation on July 31, 2001.



OSCAR LEVIN
by R.A. Fernandez as attorney-in-fact

Oscar Levin | FL Bar Member 0262994
Greenberg Traurig, P.A.
1221 Brickell Avenue, 21st Floor
Miami FL 33131
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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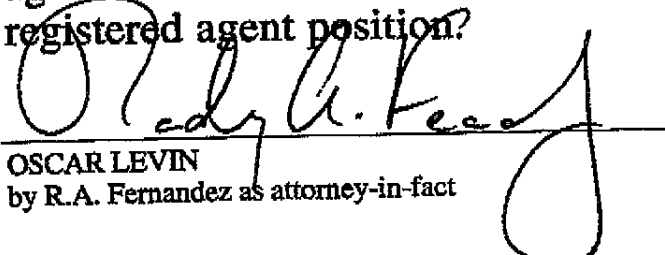
CORPORATION:

Brand New Second Hand, Incorporated

REGISTERED AGENT/OFFICE:

**Oscar Levin
1221 Brickell Avenue, 21st Floor
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position?


OSCAR LEVIN
by R.A. Fernandez as attorney-in-fact

Date: July 31, 2001

Oscar Levin | FL Bar Member 0262994
Greenberg Traurig, P.A.
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