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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

WHOLESOME PROPERTIES, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WHOLESONE PROPERTIES, INC.

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of this corporation is: WHOLESONE PROPERTIES, INC.

ARTICLE TWO
PRINCIPLE ADDRESS

The principle address of the Corporation is 8180 S.W. 135th Street, Miami, Florida 33156.

ARTICLE THREE
DURATION

The term of existence of the corporation is perpetual.

ARTICLE FOUR
PURPOSE

The corporation may transact any and all lawful business for which corporation may be incorporated under the laws of the State of Florida.

a. Specifically but not limited to real estate sales and purchases and any and all other related matters.

ARTICLE FIVE
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is one thousand (1000), all of which shall be common shares with a par value of One Dollar and no/cents (\$1.00) each.

ARTICLE SIX
REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 8180 S.W. 135th Street, Miami, Florida 33156, and the name of the initial Registered Agent at such address is:

Noemi Flaquer-Batista

I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:


Noemi Flaquer-Batista

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Prepared by:
Dominick Sanchez
Fla. Bar No. 0182035
4211 N.W. 2nd Terrace
Miami, Florida 33126

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ARTICLE SEVEN
PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights.

ARTICLE EIGHT
DIRECTORS

7.01 The Board of Directors of the corporation shall consist of a least one (1) member.

7.02 The names and addresses of the initial directors of the first Board of Directors shall be as follows:

<u>Name:</u>	<u>Address:</u>
Noemi Flaquer-Batista	8180 S.W. 135th Street, Miami, Florida 33156

ARTICLE NINE
OFFICERS

The names and addresses of the first officers of the corporation, shall be as follows:

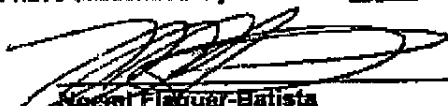
<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	Noemi Flaquer-Batista	8180 S.W. 135th Street, Miami, Florida 33156

ARTICLE TEN
INCORPORATOR

The name and address of the incorporator is:

<u>Name:</u>	<u>Address:</u>
Noemi Flaquer-Batista	8180 S.W. 135th Street, Miami, Florida 33156

IN WITNESS WHEREOF, I have subscribed my name this 6th day of August 2001.


Noemi Flaquer-Batista

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared, Noemi Flaquer-Batista, who is personally known to me, and certifies the above is true and accurate.

Dated on this 6th day of Aug, 2001.


Notary Public State of Florida

My Commission Expires:

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Prepared by:
Dominick Sanchez
Fla. Bar No. 0162035
4211 N.W. 2nd Terrace
Miami, Florida 33126

