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OFFICE USE ONLY (DOCUMENT #)

LAZERUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LA VENCEDORA, CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 -01/30/02-01023-033
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- Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED
 02 JAN 30 PM 2:17
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

RECEIVED
 02 JAN 30 AM 11:07
 DIVISION OF CORPORATE AND
 TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

OF

LA VENCEDORA, CORP.

FILED
02 JAN 30 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I. NAME.

The name of the corporation is LA VENCEDORA, CORP.

ARTICLE II. PURPOSE..

The specific purpose and nature of the business of this corporation is the operation of a lawful business for profit.

ARTICLE III. DURATION.

The period of duration for this Corporation is perpetual.

ARTICLE IV. CAPITAL STOCK.

The aggregate number of shares which the corporation is authorized to issue is One Thousand. Such shares shall be of a single class and shall have a par value of ten dollars per share.

ARTICLE V. PREEMPTIVE RIGHTS.

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL PRINCIPAL OFFICE AND AGENT.

The initial street address of the initial principal office of the corporation is: 7001 NW 51 STREET, MIAMI, FL.

The name of the initial registered agent at said address is: ERIKA DI PORTO

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

The number of directors of this corporation shall be 1. The number of directors may be either increased or decreased or diminished from time to time by the bylaws but never be less than one. The names and addresses of the initial directors (s) of this corporation is/are:

ERIKA DI PORTO PRES., V.P., SEC'Y-TREAS.

7001 NW 51 STREET, MIAMI, FL. 33166

ARTICLE VIII. INCORPORATORS.

The name and address(es) of the incorporator(s)

signing these articles and forming this corporation is/are:

ERIKA DI PORTO

7001 NW 51 STREET, MIAMI, FL. 33166

IN WITNESS WHEREOF, the undersigned subscriber(s)
has/have subscribed and executed these Articles of
Incorporation this 28 day of JANUARY, 2002


ERIKA DI PORTO

STATE OF FLORIDA:

COUNTY OF DADE:

BEFORE ME, a notary public authorized to take oaths and
acknowledges in this State and County Appeared the following:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITH THIS STATE, AND NAME OF AGENT UPON
WHOM SUCH PROCESS MAY BE SERVED

IN PURSUANCE of Chapter 48.091, Florida Statutes, this
following is submitted, in compliance with said Act:

FIRST:

desiring to organize under the laws of the State of Florida
with it's principal office, as indicated in the Articles of
Incorporation, in the following location:

7001 NW 51 STREET, MIAMI, FL. 33166
has named the following individual at the below address as its
agent to accept service of process with this State:

ERIKA DI PORTO

7001 NW 51 STREET, MIAMI, FL. 33166

ACKNOWLEDGMENT; (Must be by Designated Agent)

Having been named at this time to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to accept and to act in this capacity and agree to comply with the provisions of said Act relation to keeping open said office.

BY: *Giulio DiPinto*
REGISTERED AGENT

INDIVIDUAL(S): ERIKA DI PORTO

Said individual(s) is/are known to me to be the person(s) who executed the foregoing Articles of Incorporation and they acknowledged before me that the foregoing Articles of Incorporation were in fact executed by the above person(s).

IN WITNESS WHEREOF, I have set my hand and affixed my seal in the aforementioned County and State this 28 day of JANUARY, 2002.

Estelle T. Bell

NOTARY PUBLIC
STATE OF FLORIDA
COUNTY OF DADE

FILED
08 JAN 30 PM 2:17
TAMM
SECRETARY OF STATE
TALLAHASSEE FLORIDA

 Estelle T Bell
My Commission CC829778
Expires April 25, 2003

MY COMMISSION EXPIRES: