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Florida Department of State
Division of Corporations
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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.

popular investments, inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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(14)

**ARTICLES OF INCORPORATION
OF****POPULAR INVESTMENTS, 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 POPULAR INVESTMENTS, INC., and its principal place of business is 8095 NW 12th Street, 4th Floor, Miami, FL 33126.

ARTICLE TWO**DURATION**

The duration of the corporation is perpetual.

ARTICLE THREE**PURPOSES**

The general purpose for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR**AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 500. Such shares shall be a single class, and shall have a par value of \$1.00 per share.

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ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 15600 N.W. 67th Avenue, Suite 308, Miami Lakes, FL 33014, and the name of its registered agent at such address is RAUL GASTESL JR.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Henry Salum - President
8095 NW 12th Street
4th Floor
Miami, FL 33126

Alina Salum - Vice President
8095 NW 12th Street
4th Floor
Miami, FL 33126

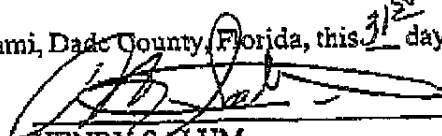
ARTICLE SEVEN

INCORPORATORS

The name and address of the incorporator is:

Henry Salum
8095 NW 12th Street
4th Floor
Miami, FL 33126

Executed by the undersigned at Miami, Dade County, Florida, this 31st day of January, 2002.


HENRY SALUM

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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BEFORE ME, the undersigned authority, personally appeared HENRY SALUM, to me known to be the person described herein or who provided _____ as identification, who subscribed the above Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami-Dade County, Florida this 31st day of January, 2002.



Mayra Tobar
My Commission DD007483
Expires March 08, 2005

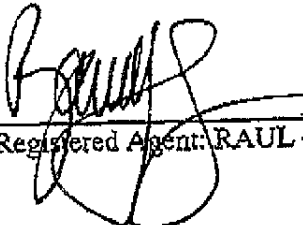

NOTARY PUBLIC, State of Florida

My Commission Expires:

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ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent for POPULAR INVESTMENTS, INC., at 15600 N.W. 67th Avenue, Suite 308, Miami Lakes, Florida 33014. I hereby agree to act in such capacity and agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, relative to the complete and proper performance of the duties of registered agent, and am familiar with and accept the obligations of registered agent.


Registered Agent: RAUL GASTEL, JR.

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