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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

velareal, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This Instrument Was Prepared by:
Sheldon Evans, Esq.
Sheldon Evans, P.A.
6175 N.W. 153rd Street, Suite #312
Miami Lakes, Florida 33014

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ARTICLES OF INCORPORATION

VELAREAL, INC.,
A FLORIDA CORPORATION

I, the undersigned incorporator of this corporation under Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is: VELAREAL, INC.

ARTICLE II

The general nature of the business to be conducted by this Corporation is:

1. The corporation has, for its objective, the acquisition of real property and ownership, control and management of real property interests, whether as holding company or otherwise, the renovation, completion or outfitting, the renting or any other activities related to all said real property or buildings, and exercise of all property rights of buildings built or not built, of which it will be able to become proprietor by way of purchase, exchanges or contributions.

2. To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents in such capacity and on such conditions as may be

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determined from time to time by the Board of Directors.

3. To purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interest in, create liens upon, sell, convey, or otherwise dispose of and turn to account any and all property, real and personal, improved and unimproved of every kind and description, incidental to, connected with, or suitable, necessary, or convenient for, any of the purposes enumerated herein including all or any part or parts of the properties, assets, business and goodwill or any persons, firms, associations or corporations.

4. To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, except a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 500 shares of common stock have a par value of \$1.00. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of the Corporation. All of such stock when issued shall be fully paid for and exempt from assessment.

No stockholder of this Corporation shall, because of his ownership of stock, have any preemptive or other right to purchase, subscribe for, or take any part (pro rata or otherwise) of any securities (equity, debt or otherwise) or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal office of this Corporation shall be c/o 6175 N.W. 153rd Street, Suite #312, Miami Lakes, Florida 33014 or such other place as may be designated by the Board of Directors.

The initial Board of Directors shall consist of 2 members. The number of directors may be increased or decreased from time to time by vote of the stockholders, and as set forth in the By-Laws as to the method of Election of Directors, but in no case shall the number of directors be less than one.

ARTICLE VI

The name and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Edgar Velarde	2816 Center Court Drive Weston Hills, Florida 33332
Jessica Velarde	2816 Center Court Drive Weston Hills, Florida 33332

ARTICLE VII

The Registered Agent of the Corporation to accept service of process within the State of Florida is initially designated as Sheldon Evans, P.A. 6175 N.W. 153rd Street, Suite #312 , Miami Lakes, Florida 33014 who by his signing of these Articles of Incorporation accepts this designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open the office for service of process. The registered office of the Corporation shall be at 6175 N.W. 153rd Street, Suite #312 , Miami Lakes, Florida 33014

ARTICLE VIII

The name of the members of the initial officers are:

<u>NAME</u>	<u>TITLE</u>
Edgar Velarde	President
Jessica Velarde	Vice President
Edgar Velarde	Secretary
Edgar Velarde	Treasurer

ARTICLE IX

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purposes of authorizing any such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such other corporation, firm, association or partnership.

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ARTICLE X

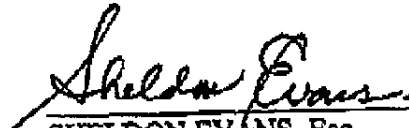
The name and address of the sole incorporator and subscriber is:

<u>Name</u>	<u>Address</u>
Sheldon Evans, Esq.	6175 N.W. 153 rd Street, Suite #312 Miami Lakes, Florida 33014

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this

2nd day of April, 2002


SHELDON EVANS, Esq.
as Sole Incorporator


SHELDON EVANS, Esq.
as Registered Agent, Hereby
Accepting Duties set forth in Art. VII above
and applicable Florida Statutes

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