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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORAL GABLES, FL 33134 305-444-4994
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OFFICE USE ONLY

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

1. VALENTINA'S OF MIAMI, INC. (Corporation Name) 500007508805--9 (Document #)
-09/04/02--01009--018
2. (Corporation Name) (Document #) *****78.75 *****78.75
3. (Corporation Name) (Document #)
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NEW FILINGS	
	Profit
	NonProfit
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	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The name of this corporation is Valentina's of Miami, Inc.

ARTICLE II, NATURE OF BUSINESS

Valentina's of Miami, Inc. is organized for the purpose of transacting any lawful business for which corporations may be formed in Florida.

ARTICLE III, TERM OF EXISTENCE

The duration of Valentina's of Miami, Inc. is perpetual.

ARTICLE IV, CAPITAL STOCK

Valentina's of Miami, Inc. is authorized to issue 100 shares of common stock, par value \$1.00 per share.

ARTICLE V, ADDRESS

The principle address of Valentina's of Miami, Inc. is:

2588 SW 27TH Ave.
Miami, FL 33133

and the name of the initial registered agent of this corporation at this address is:

Antonio Garcia
2588 SW 27th Ave.
Miami, FL 33133

ARTICLE VI, INITIAL DIRECTORS

Valentina's of Miami, Inc. shall have one (1) director, and the number of directors may be changed as provided in the bylaws, but shall never be less than one. The name and address of the initial director is:

Segundo Antonio Castro Abril
2588 SW 27th Ave.
Miami, FL 33133

President/Director

ARTICLE VII, INCORPORATOR

The name and addresses of the incorporator of this corporation are:

Antonio Garcia
2588 SW 27th Ave.
Miami, FL 33133


Antonio Garcia

ARTICLE VIII. SHAREHOLDERS

The name and addresses of the shareholders are:

Segundo Antonio Castro Abril
2588 SW 27th Ave.
Miami, FL 33133

Uberlandia Advisors, Inc.
RG Hodge Plaza 2nd Floor
Upper Main Street
Wickhams Cay
Roadtown Tortola, BVI

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Valentina's of Miami, Inc.

2. The name and address of the registered agent and office is:

Antonio Garcia

2588 SW 27th Ave.

Miami, FL 33133

SIGNATURE

TITLE President

DATE August 14, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE August 14, 2002