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SECRETARY OF STATE
TALLAHASSEE, FLORIDAFlorida Department of State
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To:

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From:

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

beatriz & carolina, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
BEATRIZ & CAROLINA, INC.

FILED
02 OCT 23 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person do hereby incorporate, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME & PRINCIPAL ADDRESS

The name of this corporation shall be BEATRIZ & CAROLINA, INC. The principal office and mailing address of this corporation shall be:

BEATRIZ & CAROLINA, INC.
2720 West 1st Avenue
Hialeah, FL 33010

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any and all lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
7,500.00	\$1.00	Common

This Instrument Prepared By:
Santiago Diaz, Esq.
SANTIAGO DIAZ, P.A.
Fla. Bar No. 759414
80 S.W. Eight Street, Suite 1830
Miami, FL 33120
Tel: (305) 377-4005 Fax: (305) 379-4541

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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered Office of this corporation shall be 80 S.W. 8th Street, Suite 1830, Miami, Florida 33130 with the privilege of having its offices and branch offices at other places within the State of Florida. The initial registered agent at that address shall be SANTIAGO DIEZ, P.A. The Board of Directors may from time to time designate such other address and place for the registered Office of this corporation as it may see fit.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND INITIAL OFFICERS

This corporation shall have one (1) director initially with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. In addition, the corporation shall have a President to serve as initial officer(s) with the exact number of officers, and their term in Office, to be specified in the corporate by-laws. The name and address of the director(s) and officer(s) of the corporation, who shall hold Office for the first year or until their successor(s) are duly elected and qualified, or appointed shall be:

Name and title

Address

BELKYS AREVALO
President/Director

2720 West 1st Avenue
Hialeah, FL 33010

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: SANTIAGO DIEZ,
P.A., 80 S.W. Eight Street, Suite 1830, Miami, Florida, 33130.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors,
and former officers and directors, to the full extent permitted by
law, as the law now exists or as it may be amended hereafter.

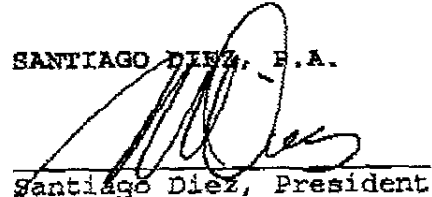
ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner
provided by law. Every amendment shall be approved by the Board of
Directors, proposed by them to the stockholders, and approved at a
stockholders' meeting by a majority of the stock entitled to vote
thereon, unless all the directors and all the stockholders sign a
written statement manifesting their intention that a certain
amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation under the laws of State of Florida
this 23rd day of October, 2002.

SANTIAGO DIEZ, P.A.

By:


Santiago Diez, President

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In compliance with the laws of the State of Florida, the
following is submitted:

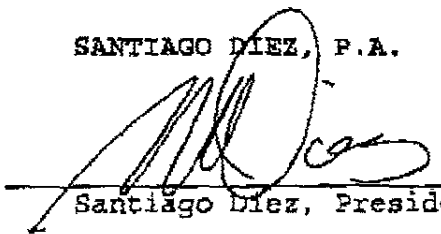
First, that , BEATRIZ & CAROLINA, INC., desiring to organize
under the laws of the State of Florida, has named SANTIAGO DIEZ,
P.A., 80 S.W. 8th Street, Suite 1830, Miami, Florida 33130 statutory
registered agent.

ACKNOWLEDGMENT

Having been made the statutory agent of the above corporation
at the place designated in this certificate I hereby accept the
same and agree to act in this capacity, and agree to comply with
the provisions of Florida law relative to keeping the registered
Office open.

SANTIAGO DIEZ, P.A.

By:


Santiago Diez, President

DATED: this 23rd day of October, 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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