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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.

Iupita's dos, inc.

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TALLAHASSEE, FLORIDA

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**ARTICLE OF INCORPORATION FOR
LUPITA'S DOS, INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be : LUPITA'S DOS, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be :

13560 Indian Mound Rd.
Wellington, FL 33414

ARTICLE V - DIRECTORS

The name and street addresses of the initial directors are:

Santos Luna:
13560 Indian Mound Rd.
Wellington, FL 33414

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ARTICLE VI - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is : 1,000 shares of Class A common voting stock at no par value per share.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of initial registered agent is :

SANTOS LUNA
13560 Indian Mound Rd.
Wellington, FL 33414

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is :

Santos Luna
13560 Indian Mound Rd.
Wellington, FL 33414

ARTICLES IX - BY - LAWS

The By-Laws of the Corporation shall be initially adopted by Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the shareholders at any meeting.

Dated this: 5th day of December 2002



SANTOS LUNA

CERTIFIED OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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

First that SANTOS LUNA desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of corporation has named:

LUPITA'S DOS, INC. located at: 13560 Indian Mound Rd.

City of: Wellington

County of: Palm Beach

State of: Florida

as its agent to accept service of process within the State.

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 THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS 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.

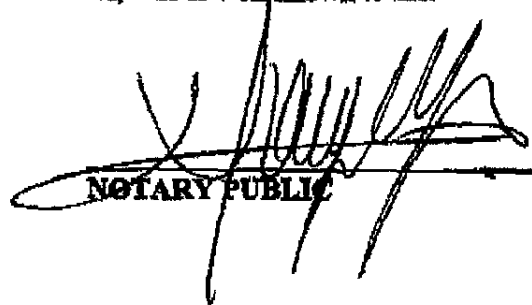
SIGNATURE

REGISTERED AGENT

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**STATE OF FLORIDA
COUNTY OF PALM BEACH**

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized oaths and take acknowledgments, **SANTOS LUNA**, who is well known to me.


NOTARY PUBLIC

My Commission Expires
(SEAL)



Mario F. Teperino
MY COMMISSION # CC336482 EXPIRES
May 10, 2004
BONDED THROUGH FARM INSURANCE, INC.

This Instrument was prepared by:

ROLAND ANTHONY ULLOA
Attorney at Law
1818 S. Australian Avenue, Suite 102
West Palm Beach, FL 33409
561/655-6615/FAX 561/682-3555

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE PROCESS WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to Section 48.09 (1) and Section 607.034, Florida Statutes.

LUPITA'S DOS, INC., desiring to organize under that laws of the State of Florida, has named SANTOS LUNA, as its initial registered agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-styled corporation, at the above-styled corporation, at the above stated office within this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post herein a sign designating the name of the corporation and the name of its registered agent.

Dated this: 5th day of December 2002.



SANTOS LUNA

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