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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.

three hills enterprises, inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
THREE HILLS ENTERPRISES, INC.

For the purpose of forming a corporation under CH.604 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be Three Hills Enterprises, Inc. and its principal place of business shall be in 6278 N.W. 170<sup>th</sup> Terrace, Hialeah, Florida 33015 with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The specific purpose of this corporation is to engage in the retail sales business in the State of Florida, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its by-laws.

ARTICLES III

The total authorized capital stock of this corporation shall be one thousand (1000) shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLES IV

The amount of capital with which this corporation shall begin shall be not less than one thousand dollars (\$1,000.00)

ARTICLES V

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

Annette Cassells  
4801 S. University Drive #118  
Ft. Lauderdale, FL 33328  
954-252-1065

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#### ARTICLES VI

The number of directors of said corporations shall be provided in the by-laws but in no event shall the number be less than (2) nor more than (7).

#### ARTICLES VII

The names and post office addresses of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless other wise stated by the By-laws, is:

Mr. Carlton White, President  
6278 N.W. 170<sup>th</sup> Terrace  
Hialeah, Florida 33015

#### ARTICLES VIII

The registered address of the principle office of the corporation shall be:

6278 N.W. 170<sup>th</sup> Terrace  
Hialeah, Florida 33015

#### ARTICLES IX

In furtherance and not in limitation of powers conferred upon the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings in or without the State of Florida. The corporation may in its By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors

#### ARTICLES X

Amendments and revisions, including alterations of any provisions, of these Articles, and the By-laws, shall be by the shareholders or by the majority vote of the shareholders voting, in the manner now or hereafter prescribed by the statutes.

#### ARTICLES XI

Shares of capital stock of this corporation shall be vested in the following person and in the amount set opposite their name

| <u>NAME</u>       | <u>NUMBER OF SHARES</u> |
|-------------------|-------------------------|
| Mr. Carlton White | 1,000                   |

Shares held by initial shareholder listed above may not be resold or otherwise transferred to another person or corporation, unless approved by the president of this corporation. The price and terms of which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

#### ARTICLES XII

Special meetings of shareholders may be called by Certified Mail, Returned Receipt Requested, giving five(5) days written notice.

#### ARTICLES XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

#### ARTICLES XIV

##### RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation have the right to dissent from any corporate actions that shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

#### ARTICLES XV

##### SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLES XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation.

ARTICLES XVII

POWER

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLES XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided

ARTICLES XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLES XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

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TALLAHASSEE, FLORIDA  
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ARTICLES XXIX

NOTICE

Any notice required herein shall be by Certified Mail, Returned Receipt Requested, or hand delivered to the stockholders at the following address:

6278 N.W. 170<sup>th</sup> Terrace  
Hialeah, Florida 33015

ARTICLES XXXII

The name and address of the subscriber to these articles is:

Mr. Carlton White  
6278 N.W. 170<sup>th</sup> Terrace  
Hialeah, Florida 33015


ARTICLES XXIV

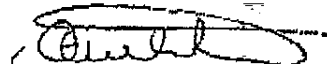
The name and address of the resident agent of this corporation is:

Mr. Carlton White  
6278 N.W. 170<sup>th</sup> Terrace  
Hialeah, Florida 33015

ARTICLES XXV

I, Mr. Carlton White, subscriber to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent of Three Hills Enterprises, Inc., hereunto set my hand to seal this 4<sup>th</sup> day of December 2002.

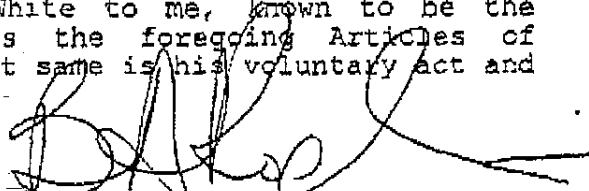
  
Mr. Carlton White  
Subscriber

  
Mr. Carlton White  
Incorporator/Registered Agent

STATE OF FLORIDA)  
S.S.  
COUNTY OF DADE)

On this 4<sup>th</sup> day of December, 2002, before me, the undersigned, a notary public in and for said county in said state, personally appeared Mr. Carlton White to me, known to be the person named and herein executes the foregoing Articles of Incorporation, and acknowledges that same is his voluntary act and deed.

Personally known \_\_\_\_\_  
Showed I.D. ☒ \_\_\_\_\_  
Type of I.D. K.D.L. W302-105-58-2040

  
NOTARY PUBLIC STATE OF FLORIDA  
Print Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

Bernardine A. Rodriguez  
My Commission CC822618  
Expires April 1, 2003

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