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

zepeda holdings, inc.

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ARTICLES OF INCORPORATION

OF

Zepeda Holdings, Inc.

ARTICLE I

NAME

The name of this corporation is: **Zepeda Holdings, Inc.**

ARTICLE II

PRINCIPAL MAILING ADDRESS OF BUSINESS

The principal mailing address of business for this corporation is: **Zepeda Holdings, Inc., 1500 San Remo Ave., Suite 177, Coral Gables, FL 33146.**

ARTICLE III

DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

Prepared by: **Pablo R. Bared, Esq., Bared and Assoc., PA
1500 San Remo, #177, Coral Gables, FL 33146
Telephone (305)666-6010**

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 San Remo Ave. #177 Coral Gables, Fl. 33146, and the name of the registered agent of this corporation is Bared and Assoc., PA.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director of this corporation is:

Director: Enrique Zepeda
1500 San Remo Ave., Suite 177
Coral Gables, FL. 33146

Director: Maria Carmen Arceo de Zepeda
1500 San Remo Ave, Suite 177
Coral Gables, Fl. 33146

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Pablo R. Bared, Esq., 1500 San Remo Ave., Suite 177, Coral Gables, FL 33146.

ARTICLE IX
BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

Prepared by: Pablo R. Bared, Esq., Bar #739405 Bared and Assoc. PA
1500 San Remo Ave., #177, Coral Gables FL 33146
Telephone (305)666-6010

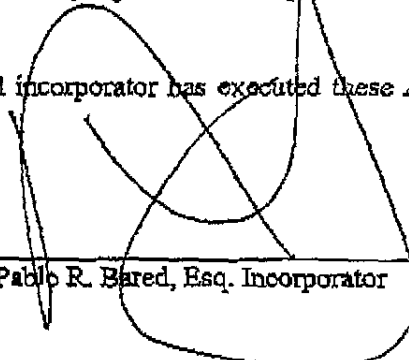
**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

**ARTICLE XI
AMENDMENT**

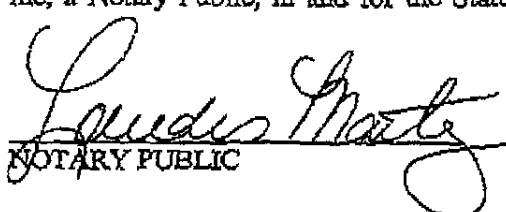
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27th day of February 2003.



Pablo R. Bared, Esq. Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 27th day of February 2003.



NOTARY PUBLIC

My commission expires:



Lourdes Martinez
My Commission DD017789
Expires April 15, 2008

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Avenue
Suite 177
Coral Gables, Fl. 33146
Telephone (305)666-6010

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**ACCEPTANCE OF REGISTERED AGENT
FOR
Zepeda Holdings, Inc.**

Having been named to accept service of process for Zepeda Holdings, Inc., Pursuant to Article VI of the Articles of Incorporation Zepeda Holdings, Inc., I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on February 27, 2003.



PABLO R. BARED, ESQ.

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Ave.
Suite 177
Coral Gables, FL 33146
Telephone (305)666-6010

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