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SOUTH FLORIDA
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

miami palm imports, inc.

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APR 22 2003

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ARTICLES OF INCORPORATION
OF
Miami Palm Imports, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I.

The name of this corporation is Miami Palm Imports, Inc.

II.

The term for which this corporation shall exist shall be perpetual.

III.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To buy, lease, build, erect, equip, operate, maintain, repair and sell homes, apartment houses, residence buildings, office buildings and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange therefor its own stock, bonds and other obligations.

To own, lease, rent operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theaters and other places of public entertainment.

Prepared by: Alexander L. Domb, Esquire
Alexander L. Domb PA
701 Promenade Dr., #200
Pembroke Pines, FL 33026
(954) 433-1300
Florida Bar #558362

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To own, lease, use, experiment in, buy, sell, and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods of all kinds and nature and to deal in, manufacture, distribute and sell and buy, such patents and patent rights and such other items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale, disposition and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, importers and exporters, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

That of engaging in and carrying on the general contracting, construction, repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure; the manufacturing of any and all products for use in building and construction of every kind and character; and to engage in and carry on any or either of the businesses, and have, exercise and enjoy the powers and privileges granted to corporations for profit by Chapter 607, Florida Statutes 1977, as amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or for the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

IV.

The corporation is authorized to issue 1000 shares of \$.10 par value common stock, which shares shall be designated "Common Stock".

V.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which s/he already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.

The street address of the initial registered office of this corporation is 701 Promenade Dr., Suite 200, Pembroke Pines, FL 33026 and the name of the initial registered agent of this corporation at that address is Alexander L. Domb, Esquire. The principal place of business is 510 NW 89th Avenue, Pembroke Pines, FL 33024.

VII.

This corporation shall have as directors initially those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1) nor more than Five (5). The name(s) and address(es) of the initial director(s) of this corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
Stephen William Valdez	3071 The Willows Place Memphis, TN 38119
William J. Valdez	510 NW 89th Avenue Pembroke Pines, FL 33024

VIII.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President:	Stephen William Valdez 3071 The Willows Place Memphis, TN 38119
Vice President:	William J. Valdez 510 NW 89th Avenue Pembroke Pines, FL 33024
Secretary:	Stephen William Valdez 3071 The Willows Place Memphis, TN 38119
Treasurer:	Stephen William Valdez 3071 The Willows Place Memphis, TN 38119

IX.

The name and address of the person signing these Articles is:

Stephen William Valdez
3071 The Willows Place
Memphis, TN 38119

X.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors Thirty (30) days in which to place it with the stockholders. At the expiration of Thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and prices for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of April, 2003.

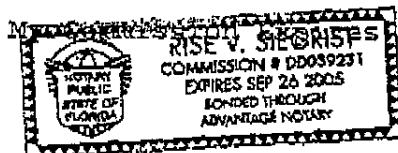
Stephen W. Valdez
Stephen William Valdez, Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Stephen William Valdez, V who is personally known to me or _____ who produced a drivers license as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17 day of April, 2003.

R. V. Whit
Notary Public, State of Florida



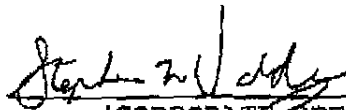
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST--that Miami Palm Imports, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of Business at City of Pembroke Pines, State of Florida, has named Alexander L. Domb, Esquire located at 701 Promenade Drive, Suite 200, Pembroke Pines, FL 33026, City of Pembroke Pines, State of Florida, as its Agent to accept Service of Process within Florida.

SIGNATURE



(CORPORATE OFFICER)

TITLE

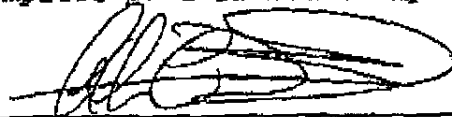
President

DATE

4/17/03

HAVING BEEN NAMED to accept Service of Process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE



(RESIDENT AGENT)

DATE

4/17/03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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