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FLORIDA PROFIT CORPORATION OR P.A.

lion of america, corp.,

Certificate of Status	0
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Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
LION OF AMERICA, CORP.

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: LION OF AMERICA, CORP.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- a: To purchase, sell, distribute, import, export merchandise and equipment of any type and any related products.
- b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- c. In the purchase or adquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.
- d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

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ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 6,000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.

The street address of the corporation's initial registered office and principal office is: 7743 N.W. 187 TERRACE, MIAMI, FLORIDA 33015, and the name of the initial registered agent of the corporation at that office is: ALEXIS ARIAS.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

N A M E

A D D R E S S

ALEXIS ARIAS

7743 N.W. 187 TERRACE
MIAMI, FLORIDA 33015

ARTICLE IX - INCORPORATOR

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

N A M E

A D D R E S S

ALEXIS ARIAS

7743 N.W. 187 TERRACE
MIAMI, FLORIDA 33015

ARTICLE X - AMENDMENT

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

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



ALEXIS ARIAS

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

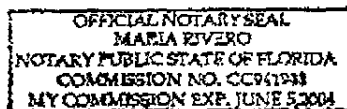
BEFORE ME, the undersigned authority, personally appeared ALEXIS ARIAS, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that

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he executed the same for the uses and purposes therein mentioned and set forth. 6) who is personally known to me or () who has produced Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 27th day of August, 2003.



Maria Rivero
NOTARY PUBLIC STATE OF FLORIDA
MARIA RIVERO
PRINT NAME:

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR: LION OF AMERICA...CORP. AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

DATED THIS 27th DAY OF AUGUST, 2003.

Alexis Arias
ALEXIS ARIAS
(REGISTERED AGENT)

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