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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.

c. cespedes enterprises, inc.

Certificate of Status	0
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This instrument was prepared by:
Ira S. Silver, Esq.
Florida Bar #221351
Silver & Silver
108 S. Miami Avenue, Second Floor
Miami, FL 33130

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FILED
03 OCT 24 AM 8:04
STATE
FLORIDA

**ARTICLES OF INCORPORATION
OF
C. CESPEDES ENTERPRISES, INC.**

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is C. CESPEDES ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 4700 NW 7th Street, Unit 12-13, Miami, Florida. The name of the initial registered agent is Carlos Cespedes, 4700 NW 7th Street, Unit 12-13, Miami, Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Carlos Cespedes	4700 NW 7 th Street, Unit 12-13 Miami, Florida
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ARTICLE VIII - INCORPORATORS

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

Carlos Cespedes	4700 NW 7 th Street, Unit 12-13 Miami, Florida
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ARTICLES IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII - SHAREHOLDER AGREEMENT


The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the powers of authority conferred by law, but

including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

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

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

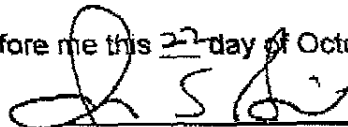


Carlos Cespedes

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

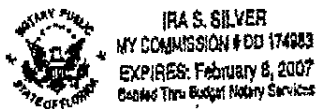
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Carlos Cespedes, to me well known to be the person who executed the foregoing Article of Incorporation, and acknowledged to me that he executed the same for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 27 day of October, 2003.



NOTARY PUBLIC

My Commission Expires:



TOTAL P.05

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Carlos Cespedes
Carlos Cespedes
REGISTERED AGENT

FILED
03 OCT 24 AM 9:04
RECORDS & CLERK
STATE OF FLORIDA

[comp/Cespedes]

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