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Florida Department of State
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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.
LATIN BEVERAGE SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LATIN BEVERAGE SOLUTIONS, INC.**

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TALLAHASSEE, FLORIDA

FILED

ARTICLE I.

NAME

The Name of the Corporation is **LATIN BEVERAGE SOLUTIONS, INC.**

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business.

Filed by:
Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

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2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 1,000 shares with par value of \$1.00 per share.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 801 Brickell Avenue, 9th Floor, Suite 925, Miami, FL 33131.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN, ESQ.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first board of directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

ADDRESSES

FERMIN DIEZ

801 Brickell Avenue
9th Floor, Suite 925
Miami, FL 33131

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

ARTICLE IX.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X.

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this ____ day of November, 2003.



Stewart A. Merkin, Esq.
Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI- DADE)

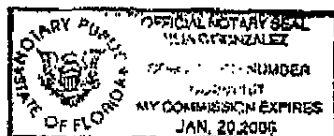
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18 day of November, 2003.



NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

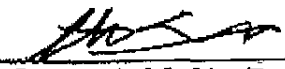
1. The name of the corporation is:

LATIN BEVERAGE SOLUTIONS, INC.
2. The name and address of the Registered Agent and office is:

Stewart A. Merkin, Esq.
 444 Brickell Avenue, Suite 300
 Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE ON PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


 Stewart A. Merkin, Esq.

DATE:

November 18, 2003

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 TALLAHASSEE, FLORIDA

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