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FILED
04 JAN 22 MID 30
SECRETARY OF STATE
TALLAHASSEE, FL 32301

LUA ENTERPRISES, INC.

774 West 84th Street
Hialeah, Florida 33014

January 12, 2004

Department of State
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

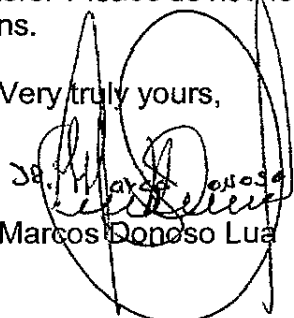
Re: Lua Enterprises, Inc.

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for Lua Enterprises, Inc., accompanied by a copy. I have also attached a check for \$78.75, representing the filing fee, registered agent designation, and one certified copy.

Thank you for your attention to these matters. Please do not hesitate to contact me if you have any comments, questions or concerns.

Very truly yours,


Marcos Donoso Lua

MD/jd
Encl.

ARTICLES OF INCORPORATION OF:

LUA ENTERPRISES, INC.
774 West 84th Street
Hialeah, Florida 33014

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04 JAN 22 PM 03:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation is: **LUA ENTERPRISES, INC.**

ARTICLE II - DURATION:

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

This corporation is authorized to issue 500 (Five Hundred) shares, each of which shall have a par value of \$1.00 (one dollar).

Shares may be issued for such consideration as is determined from time-to-time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time-to-time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V – PEREMPTIVE RIGHTS:

Every shareholder, upon the sale for cash 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 this 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.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is:

**2 South Biscayne Boulevard
Suite 1570
Miami, Florida 33131**

The name of the initial registered agent of this corporation at that address is:

Douglas J. Jeffrey, Esq.

ARTICLE VII – INITIAL BOARD OF DIRECTORS:

This corporation shall initially have one (1) Director. However, the number of Directors may be increased or diminished from time-to-time in such manner as may be prescribed by the By-Laws, although the number of Directors shall never be less than one (1).

ARTICLE VIII – INITIAL DIRECTOR:

The name and street address of the initial Board of Director is:

**Marcos Donoso Lua
774 West 84th Street
Hialeah, Florida 33014**

Director

ARTICLE IX – INITIAL OFFICER:

The name and street address of the initial Officer is:

**Marcos Donoso Lua
774 West 84th Street
Hialeah, Florida 33014**

President, Secretary and Treasurer

ARTICLE X – INDEMNIFICATION:

The corporation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director or Officer of the Corporation, and any other person who serves at the request of the corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter taken or omitted by him or her as such Director or Officer, and shall reimburse each such person for all legal fees and other expenses provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for intentional or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled or shall anything contained herein restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically provided for herein.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors or Officers of the corporation are pecuniary or otherwise interested in, or are Directors or Officers of such other corporation; any Director or Officer individually, or any firm of which any Director or Officer may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or she or such firm so interested shall be disclosed or shall have been known to the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he or she were not such Director or Officer of such other corporation or not so interested.

ARTICLE XI – REMOVAL OF DIRECTOR:

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XII – INCORPORATORS:

The name and address of the sole subscriber of these Articles of Incorporation is:

**Marcos Donoso Lua
774 West 84th Street
Hialeah, Florida 33014**

ARTICLE XIII – BY-LAWS:

The power to adopt, alter, amend or repeal By-Laws shall be voted in by the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not be altered, amended, or repealed by the Board of Directors.

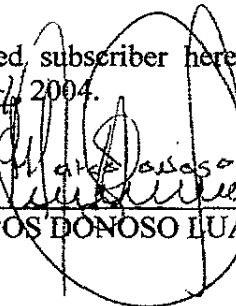
ARTICLE XIV – POWERS:

This corporation shall have all powers necessary or convenient to effect its purposes and enumerated in the Florida Corporation Act. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XV – AMENDMENT:

These Articles of Incorporation may be amended in the manner provided for pursuant to the laws of the State of Florida. Every Amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a stockholders' meeting attended by a majority of the stockholders or their proxies entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned, subscriber hereby executes these Articles of Incorporation this 12 day of January, 2004.


X  MARCOS DONOSO LUA

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

Pursuant to Florida Statute §48.091, the following is submitted in compliance with said Act:

I, Douglas J. Jeffrey, Esq., having been named to accept service of process for **LUA ENTERPRISES, INC.**, hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office at the following address:

**2 South Biscayne Boulevard
Suite 1570
Miami, Florida 33131**

X 

Douglas J. Jeffrey, Esq.

FILED
04 JAN 22 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA