

PH000040505

(Requestor's Name)

Antonio Cortes
3357 57th Avenue North
St. Petersburg, FL 33714

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

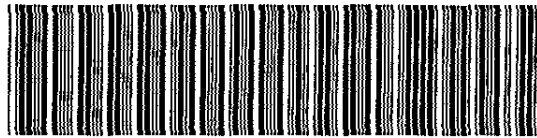
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FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

2004 MAR -4 PM 1:00

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

January 26, 2004

ANTONIO CORTES
3357 57TH AVENUE NORTH
ST. PETERSBURG, FL 33714

SUBJECT: EL TORO, INC.
Ref. Number: W04000003263

We have received your document for EL TORO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 704A00004555

ARTICLES OF INCORPORATION FOR:

El Toro Negro, Inc.

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CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, hereby forming a corporation for profit, elevates proper documents of Articles of Incorporation, under chapter 607 of the laws of the State of Florida, for that purpose.

Article I - Name

The legal name of the corporation shall be: " El Toro Negro, Inc. "

Article II - Address

The physical and mailing address of the corporation shall be:

5780 54th Avenue North
Kenneth City, FL 33709

Article III - Nature of Business

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United states of America, the State of Florida, or any other state, country territory or nation legally and lawfully instituted. The corporation also reserves the right to engage in any other corporation's activities as a normal stockholder. Such activities shall not impair the corporation from conducting its primary activity or activities.

Article IV - Effective date

These Articles of Incorporation shall be effective immediately, upon approval of the State of Florida, evidenced by their receipt by the incorporator. The date shown on these documents, when received by the office of The Secretary of State of the State of Florida, shall constitute the commencement date for the corporation whether actively functioning in its capacity or not.

Article V - Directors

The Director(s) and initial President and Secretary of the corporation shall be respectively:

Name: Antonio Cortes

Article VI - Powers of the Corporation

The corporation shall have the same powers as that of an individual, to do all things necessary or convenient to externally carry out its business and affairs, with other corporations or entities, or individuals, and it shall be protected from unfair or illegal treatment, from one and all; subject to any limitations or restrictions imposed or applicable by the laws of the State of Florida and the laws of these United States of America, regarding corporations for profit; and directed internally by the By-Laws of the corporation, which shall constitute its guiding rules. The By-Laws shall be, as need requires, amended, altered, augmented, or decreased, by the Directors in agreement.

Article VII - Preemptive Rights

The initial stockholder(s) of the corporation, shall have the preemptive right, as indicated in the corporate by-laws, to have priority in the distribution or sharing of the corporation's dividends and or earnings to a percentage not to exceed .10 of the total yearly earnings. This distribution shall remain regardless of the amount of stockholders the corporation may acquire, thereafter.

After the initial 10 %, the remaining earnings shall be distributed at the rate of percentage of ownership of each stockholder.

By initial stockholders it is understood, the stockholders with an initial interest an effort in the forming and structuring of the corporation.

Article VIII -Incorporator

The name (s) and address(es) of the incorporator(s), is, (are)

Names: Antonio Cortes
Address: 3357 57th Avenue North
St. Petersburg, FL 33714

Article IX -Term of Existence

The corporation shall exist perpetually, from the time of its inception, as these Articles are received and approved by the Secretary of State of the State of Florida, and returned as such to the incorporator.

Article X - Capital Stock

The corporation shall have a maximum of 100,000 shares authorize to be outstanding. The initial issue shall be of 1,000 shares, with no par value indicated. The corporation reserves the right to alter this format, with proper documentation, and authorization from the Secretary of State.

Article XI - By Law Amendment

The corporation shall have the power to adopt, alter, amend, or repeal, any and or, all by-laws of this corporation, by the power vested in the Board of Directors and its stockholders.

Article XII - Indemnification

The corporation shall indemnify any officer or director, present or future, to the full extent permitted by law, with such indemnification being of just cause and nature. The stockholders of record at the time of inception, shall bear the right to be indemnify with no time limitation. Time of inception shall be understood to mean; acceptance by the Secretary of State as a legal corporation of said state, and the proper time of organization up to the initial point of operations. All others, shall be indemnified under the same clause but with a waiting period, not to exceed sixty days after tenure of office.


Article XIII - Amendment of Articles

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, following the procedure stipulated by law, as prescribed by the State of Florida and its statutes thereof.

IN WITNESS WHEREOF, The undersigned incorporator(s), sets his(Their) Hand(s) and affix(es) his(Their) Seal(s), on this, the 9th day of the month of January, in the year of Our Lord 2004.



Antonio Cortes - Incorporator

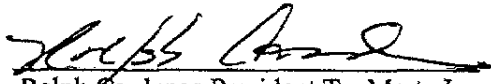


Ralph Cardenas - Witness

Designation of place of business domicile for the service of process within this state, naming agent upon whom process may be served:

Acknowledgement of registered Agent: Pursuant to Chapter 48.901, of the Florida Statutes the following is submitted in compliance with said act:

TaxMart, Inc. , A Legally formed Florida corporation, is hereby appointed as Registered Agent for this corporation, and Mr. Ralph Cardenas as its President, fully understanding the meaning and responsibilities of such charge, willingly accepts and signs as representative for TaxMart, Inc. The offices for TaxMart, Inc. are: 220 East Madison Street, suite 825, Tampa, FL. 33602


Ralph Cardenas-President TaxMart, Inc.

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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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