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**To:**

Division of Corporations

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**From:**

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**FLORIDA PROFIT CORPORATION OR P.A.****RIPLEY INVESTMENT, CORP.**

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**ARTICLES OF INCORPORATION  
RIPLEY INVESTMENT, CORP.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is: **RIPLEY INVESTMENT, CORP.**

**ARTICLES II: DURATION**

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLES III: INITIAL REGISTERED OFFICE AND AGENT**

The initial Registered Office and Agent of this Corporation shall be:

**HAROLD CARDENAS**  
3500 MISTIC POINT DR. # 2702  
AVENTURA FLORIDA 33180

**PREPARED BY: Dorys Martinez**  
11402 N.W. 41 STREET SUITE 211  
Miami Florida 33178  
Phone: (305) 470-2429  
Fax: (305) 477-6638

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**ARTICLES IV: PRINCIPAL PLACE OF BUSINESS**

The principal office address of this corporation is:

**HAROLD CARDENAS**  
3500 MISTIC POINT DR. # 2702  
AVENTURA FLORIDA 33180

**ARTICLES V: PURPOSES**

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:  
To transact any lawful business for which corporations may incorporate under the Florida General Corporation Act.  
To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The number of persons constituting the Board of Directors of this corporation shall be (3) Officer initially to hold office until the first annual meeting of stockholders and his successor shall have been duly elect and qualified, or until his earlier resignation, removal from office or death. The number of Officer may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and positions of the Initial Officers are:

**HAROLD CARDENAS**  
**CRISTINA GRAJALES**  
**ALIDA ESPINOZA**  
**MARIA F. CARDENAS**

**PRESIDENT**  
**VICE-PRESIDENT**  
**SECRETARY**  
**TREASURE**

**ARTICLE VII: CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of One Dollar (\$ 1.00) per share. The consideration to be paid

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for each share shall be fixed by the board of directors, but in not event shall be less than One Dollar (\$1.00). Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

**HAROLD CARDENAS**  
3500 MISTIC POINT DR. # 2702  
AVENTURA FLORIDA 33180

#### ARTICLE IX: PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation 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.


#### ARTICLE X: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments hereto, and any rights conferred upon the shareholders are subject to this reservation.

#### ARTICLE XI: SHAREHOLDERS:

<b>HAROLD CARDENAS</b>	<b>35%</b>
<b>CRISTINA GRAJALES</b>	<b>35%</b>
<b>MARIA F. CARDENAS</b>	<b>30%</b>

In witness whereof, the undersigned Incorporator has executed these of Incorporation this 30 OF NOVEMBER, 2004

  
**HAROLD CARDENAS**  
Incorporator

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**CERTIFICATE OF DESIGNATION****REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the 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:

The name of this corporation is: **RIPLEY INVESTMENT, CORP.**

The name and address of the Register Agent and Registered office is:

**HAROLD CARDENAS**  
3500 MISTIC POINT DR. # 2702  
AVENTURA FLORIDA 33180

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Having been as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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.

Dated NOVEMBER 30, 2004

  
HAROLD CARDENAS

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