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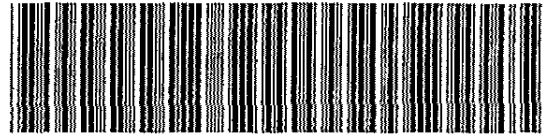
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05 JAN 10 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

44/10/05

PAUL J. GIORDANO

ATTORNEY AT LAW

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January 7, 2005

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, Florida 32314

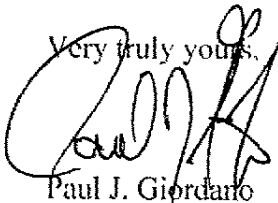
**RE: Articles of Incorporation
Tu Pais Market Inc.**

Dear Sir/Madam:

Enclosed for filing are an original and one copy of Articles of Incorporation and Registered Agent Designation. Please file and return a filed copy to me in the enclosed stamped self-addressed envelope.

I have also a check in the amount of \$70.00 for the filing fees.

Very truly yours,



Paul J. Giordano

Encl.

OFFICE ADDRESS:

1656 SUNNYBROOK LANE NE #L102 • PALM BAY, FLORIDA 32905

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ARTICLES OF INCORPORATION
OF
TU PAIS MARKET INC.

05 JAN 10 PM 1:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is **TU PAIS MARKET INC.**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States or this state.

FOURTH: **Authorized Shares.**

Number. The aggregate number of shares that the corporation shall have the authority to issue is 10 shares of Capital Stock.

No classes of stock. The shares of the corporation are not to be divided into classes.

FIFTH: The initial board of directors shall consist of one member, who need not be a resident of the State of Florida or shareholders of the Corporation.

SIXTH: The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until their successors shall be elected and qualified are as follows:

Name	Number & Street	City	State	Zip Code
Leovigildo Filpo	3806 Opal Circle	St. Cloud	Florida	34772

SEVENTH: The name and address of the initial incorporator is as follows:

Name	Number & Street	City	State	Zip Code
Leovigildo Filpo	3806 Opal Circle	St. Cloud	Florida	34772

EIGHTH: An affirmative vote of two-thirds of the shares of the corporation shall be required for any shareholder action.

NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeat the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than two-thirds vote of the common stock.

TENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

ELEVENTH: The mailing address of the principal office is 3806 Opal Circle, St. Cloud, Florida 34772.

TWELFTH: The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than 24 hours prior to the time set for the holding or a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

THIRTEENTH: The name and the Florida address of the registered agent is:

Leovigildo Filpo
3806 Opal Circle
St. Cloud, Florida 34772

IN WITNESS WHEREOF, THE UNDERSIGNED has executed these Articles of Incorporation at Kissimmee, Florida on the 31st day of December, 2004.


LEOVIGILDO FILPO
Incorporator

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

**PURSUANT TO THE PROVISIONS OF FS 607.0501 OR FS 617.0501, 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: TU PAIS MARKET INC.
2. The name and address of the registered agent and office is:

Leovigildo Filpo
3806 Opal Circle
St Cloud, Florida 34772

Having been named 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 obligations of my position as registered agent.


LEOVIGILDO FILPO