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SECRETARY OF STATE
TALLAHASSEE, FL 32304

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Manny's Property Holdings, Inc.

- Art of Inc. File _____
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- Officer Search _____
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- UCC 1 or 3 File _____
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**ARTICLES OF INCORPORATION
OF
MANNY'S PROPERTY HOLDINGS, INC.**

APPROVED
AND
FILED
05 APR 26 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: MANNY'S PROPERTY HOLDINGS, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the State of Florida and of the United States of America. In addition, the purpose of this Corporation is to take title to real property and to manage real property for investment purposes.

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 500 shares of Common Stock of a par value of One (\$1.00) Dollar per share. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

The principal and mailing address of the corporation in the State of Florida is:
13135 NW 27th Avenue, Miami, Florida 33169.

The name of the initial registered agent of this corporation is: JEFFREY DREW CUMMINS, 9555 North Kendall Drive, Suite 202, Miami, Florida 33176.

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

The corporation shall have two (w) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation are: MANUEL FUENTES, to serve as President and Secretary, and MIRTA FUENTES, to serve as Vice President and Treasurer, 13135 NW 27th Avenue, Miami, Florida 33169.

ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation are: MANUEL FUENTES, 13135 NW 27 Avenue, Miami, Florida 33169, and MIRTA FUENTES, 13135 NW 27 Avenue, Miami, Florida 33169.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

ARTICLE XI-BUY-OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(ve) executed these Articles of Incorporation this 22 day of April, 2005.

Manuel Fuentes
MANUEL FUENTES

Mirto Fuentes
MIRTA FUENTES

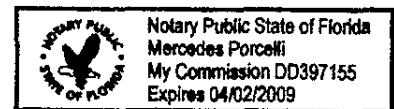
STATE OF FLORIDA)
COUNTY OF DADE) SS.:

The foregoing instrument was acknowledged before me this 22 day of April, 2005, by MANUEL FUENTES AND MIRTA FUENTES, who are ~~personally known to me~~ or who produced FLORIDA DRIVERS LICENSE as identification.

Mercedes Porcelli
NOTARY PUBLIC
State of Florida

My Commission Expires:

This Instrument Prepared by:
Jeffrey Drew Cummins, Esq.
9555 N. Kendall Drive, Suite 202
Miami, Florida 33176
305-595-3310



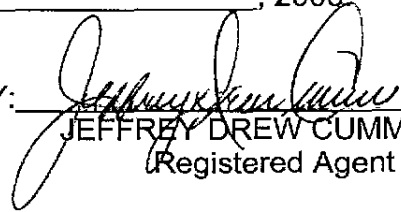
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, MANNY'S PROPERTY HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has designated JEFFREY DREW CUMMINS, 9555 North Kendall Avenue, Suite 202, Miami, Florida 33176, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 22 day of April, 2005.

BY: 
JEFFREY DREW CUMMINS
Registered Agent

05 APR 26 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND
FILED