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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

midland trading II, inc.

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ARTICLES OF INCORPORATION
OF
MIDLAND TRADING II, INC.

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TALLAHASSEE FLORIDA

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ARTICLE I
NAME

The name of this corporation is: MIDLAND TRADING II, INC.

ARTICLE II
PRINCIPAL MAILING ADDRESS OF BUSINESS

The principal mailing address of business for this corporation is: MIDLAND TRADING II, INC, P.O. Box 190816, Miami Beach, Florida 33119.

ARTICLE III
DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

Prepared by: Pablo R. Bared, Esq.,
Bared and Associates, PA
1500 San Remo, #103,
Coral Gables, FL. 33146
Telephone (305) 666-6010

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: Zalman Fellig 1801 West Avenue, Miami Beach, Florida 33139

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director of this corporation is:

Director/President/Treasurer: Zalman Fellig
 1801 West Avenue
 Miami Beach, FL. 33139

Director/Vice-President/Secretary: Solomon Fellig
 1801 West Avenue
 Miami Beach, Florida 33139

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Pablo R. Bared, Esq., 1500 San Remo Ave., Suite 103, Coral Gables, Fl. 33146.

ARTICLE IX
BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

Prepared by: Pablo R. Bared, Esq.,
 Bared and Associates, PA
 1500 San Remo, #103,
 Coral Gables, FL. 33146
 Telephone (305) 666-6010

**ARTICLE XII
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

**ARTICLE XIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

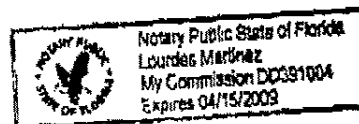
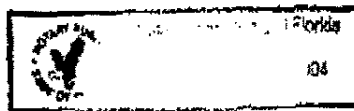
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 6th day of May 2005.


Pablo R. Bared, Esq. Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 6th day of May 2005.


NOTARY PUBLIC

My commission expires:



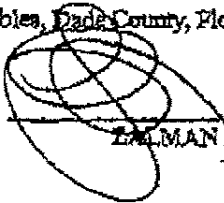
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**ACCEPTANCE OF REGISTERED AGENT
FOR
MIDLAND TRADING II, INC.**

Having been named to accept service of process for MIDLAND TRADING II, INC., Pursuant to Article VI of the Articles of Incorporation MIDLAND TRADING II, INC., I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on May 6, 2005.


E. MAN FELIG

Prepared by: Pablo R. Bared, Esq.,
Bared and Associates, PA
1500 San Remo, #103,
Coral Gables, FL 33146
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