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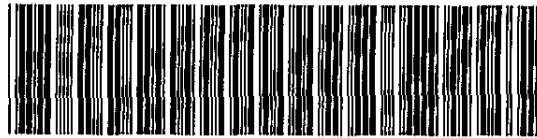
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OA

ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

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JOSE A. SOCORRO (FL.)
JORGE E. ISAAC (FL.)

REPLY TO: X

4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146
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FAX: (305) 221-5321

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25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131-1506
TEL. (305) 373-5444

*OF COUNSEL

September 1, 2005

VIA FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

**Re: 46 St. Warehouse, LLC
46 St. Warehouse, Inc.**

Dear Gretchen:

Enclosed please find the following:

1. Amendment to Articles of Organization for 46 St. Warehouse, LLC
2. Check in the amount of \$25.00 for Amendment
3. Articles of Incorporation for 46 St. Warehouse, Inc.
4. Check in the amount of \$78.75 for the filing of the Corporation

PLEASE SEND ME THE ORIGINALS VIA FEDERAL EXPRESS WITH THE ENCLOSED
FEDERAL EXPRESS AIRBILL FOR FRIDAY DELIVERY

Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help in this matter.

Very truly yours,



Isabel Diaz, Esq.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
46 ST. WAREHOUSE, INC.

The undersigned Incorporator signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

46 ST. WAREHOUSE, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$.01) Cent per share.

Document Prepared By:
Richard A. Alayon, Esq.
Isabel Diaz, Esq.
Gretel Rodriguez, Paralegal
Florida Bar No.: 934290
Alayon & Associates, P.A.
4551 Ponce de Leon, Blvd.
Coral Gables, Florida 33146
(305) 221-2110

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ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&A REGISTERED AGENT, INC.
4551 Ponce de Leon Blvd.
Coral Gables, Florida 33146

ARTICLE VI
MAILING ADDRESS AND PRINCIPAL OFFICE
OF THE CORPORATION

The mailing address of the Corporation is: the principal office of the Corporation as of the date of execution of these Articles:

4551 Ponce de Leon Blvd.
Coral Gables, Florida 33146

The principal office of the Corporation as of the date of execution of these Articles:

4551 Ponce de Leon Blvd.
Coral Gables, Florida 33146

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

Ricardo E. Suarez
4551 Ponce de Leon Blvd.
Coral Gables, Florida 33146

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The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is:

RICARDO E. SUAREZ
4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X
OFFICERS

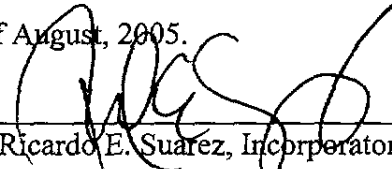
The affairs of the Corporation shall be administered by the officers designated below. The By-laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT:	RICARDO E. SUAREZ
VICE-PRESIDENT:	RICARDO E. SUAREZ
SECRETARY:	RICARDO E. SUAREZ
TREASURER:	RICARDO E. SUAREZ

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All of such officers have the address of 4551 Ponce de Leon Blvd., Coral Gables, Florida 33146.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 31st day of August, 2005.

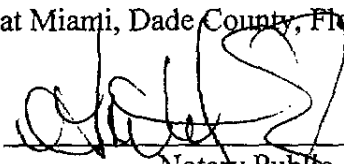


Ricardo E. Suarez, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared RICARDO E. SUAREZ, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this _____ day of August, 2005.



Notary Public
State of Florida at Large

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NOTARY PUBLIC STATE
OF FLORIDA

My Commission Expires:

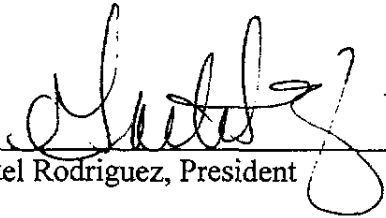


Gretel Rodriguez
Commission # DD260061
Expires Oct. 21, 2007
Aaron Notary
1-800-350-5161

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of 46 ST. WAREHOUSE, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 31st day of August, 2005.



Gretel Rodriguez, President

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