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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

**FLORIDA PROFIT/NON PROFIT
CORPORATION**

club 31 inc.

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CLUB 31 INC.

The undersigned hereby subscribes this Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

ARTICLE ONE
CORPORATE NAME

The name of this Corporation shall be:

CLUB 31 INC.

ARTICLE TWO
NATURE OF CORPORATE BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE
CAPITAL STOCK

The maximum number of shares of stock, that this company is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar (\$ 1.00) per value, the consideration to be paid for each share shall be One Dollar.

ARTICLE FOUR
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Old Stock Inc.
1900 S.W. 3rd Avenue
Miami, FL 33129

ARTICLE FIVE
BOARD OF DIRECTORS

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The number of Directors may be amended from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than One (1) Director at any time.

ARTICLE SIX INITIAL DIRECTORS

The name and post office address of the initial Directors of this Corporation is a follows:

Name	Title	Address
José Maria Carneiro da Cunha	Pres/Sec/Trea	1900 SW 3 rd Avenue Miami, FL 33129

ARTICLE SEVEN INITIAL OFFICERS

The name and post office address of the initial Officers of this Corporation is a follows:

Name	Title	Address
José Maria Carneiro da Cunha	Pres/Sec/Trea	1900 SW 3 rd Avenue Miami, FL 33129

ARTICLE EIGHT INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is a follows:

Name	Address
Natalia Pessoa Lima	1900 SW 3 rd Avenue Miami, FL 33129

ARTICLE NINE PRINCIPAL OFFICE AND MAILING ADDRESS

The principal mailing address of the Corporation is as follows:

1900 SW 3rd Avenue
Miami, FL 33129

The Board of Directors may, from time, to time move the principal office to any other address in Florida.

ARTICLE TEN

The Corporation is to exist perpetually.

ARTICLE ELEVEN

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE TWELVE COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The undersigned Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By:

Natalia Pessoa Lima
Natalia Pessoa Lima

STATE OF FLORIDA

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} SS:

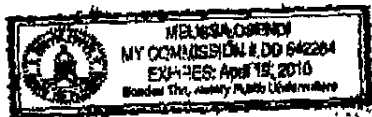
COUNTY OF MIAMI-DADE

}

BE IT ACKNOWLEDGED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, Natalia Pessoa Lima personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 11th day of May, 2006.

Melissa Osborn
NOTARY PUBLIC - State of Florida



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -CLUB 31 INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS NAMED OLD STOCK INC. a Florida corporation, headquartered at 1900 S.W. 3rd Avenue, Miami-Dade County, State of Florida, 33129, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Old Stock Inc.

By:

José Maria Carneiro da Cunha
President

ACCEPTANCE BY REGISTERED AGENT

We undersigned hereby accept the foregoing designation as Initial Registered Agent and agree to comply with the provisions of law applicable to said designation.

Old Stock Inc.
1900 SW 3rd Avenue
Miami, FL 33129

By:

José Maria Carneiro da Cunha
President

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TALLAHASSEE, FLORIDA

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