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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

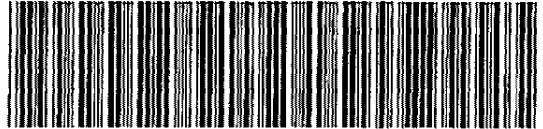
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Requestor's Name

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10810 S.W. 66 DR. (STREET)
MIAMI, FL 33173

City

State

ZIP

Phone #

CORPORATION(S) NAME

D'CLASS EMPORIUM, INC.

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CERTIFICATE OF INCORPORATION
OF
D'CLASS EMPORIUM, INC.

FILED
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We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of this corporation shall be:

D'CLASS EMPORIUM, INC.

ARTICLE TWO

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

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be One thousand two hundred (1200) shares of stock which shall be common stock of a par value of One (\$ 1.00) Dollar per share.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of five hundred (\$500.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at 14635 S.W. 104 STREET, MIAMI, FLORIDA, 33196, but other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of directors, not less than two, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

This corporation shall have full power to carry on and transact all of the businesses specified in Article Two of this Certificate, and shall have all the general and additional powers now or hereafter conferred upon it by-law.

ARTICLE NINE

The names and post office addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

BARBARA ROMEREO 595 S.W. 127 AVE., MIAMI, FL. 33182
ALBERTO J. NADER 11515 S.W. 90 TERR., MIAMI, FL. 33176
JOANNA NADER 595 S.W. 127 AVE., MIAMI, FL. 33182

OFFICERS

BARBARA ROMERO 595 S.W. 127 AVE., MIAMI, FL. 33182 PRESIDENT
ALBERTO J. NADER 11515 S.W. 90 TERR., MIAMI, FL. 33176 VICE PRESIDENT
JOANNA NADER 595 S.W. 127 AVE., MIAMI, FL. 33182 SECRETARY
TREASURER

ARTICLE TEN

The names and post office addresses of each of the subscribers to this Certificate of Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

NAMES	ADDRESS	NO. OF SHARES
BARBARA ROMERO	595 S.W. 127 AVE., MIAMI FL. 33182	600 SHARES \$1.00 EACH.
ALBERTO J. NADER	11515 S.W. 90 TERR. MIAMI, FL. 33176	300 SHARES AT \$1.00 EACH.
JOANNA NADER	595 S.W. 127 AVE., MIAMI, FL. 33182	300 SHARES AT \$1.00 EACH

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

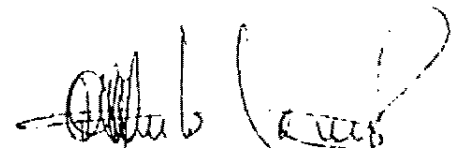
ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided; any action of such Board of Directors may be rescinded, or any director or officer removed from office, only upon a vote of stockholders, holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

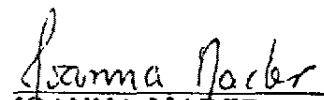
IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their and affixed their seals, this TWENTY SECOND DAYS OF MAY, 1993.



BARBARA ROMERO



ALBERTO J. NADER



JOANNA NADER

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared BARBARA ROMERO, ALBERTO J. NADER & JOANNA NADER, who being by me first duly sworn, severally depose and say that they are the persons named in and who executed the following Certificate of Incorporation, and that they executed the same freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this TWENTY SECOND DAYS OF MAY, 1993.



NOTARY PUBLIC State
Florida at Large

My commission expires September 3, 1994

BONDED THROUGH General Insurance Underwriters

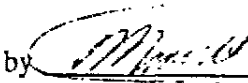
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

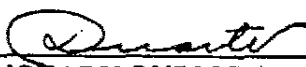
FIRST: that D'CLASS EMPORIUM, INC., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the articles of Incorporation at City of Miami, County of Dade, State of Florida, has named BARBARA ROMERO, 14635 S.W. 104 STREET, MIAMI, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: 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.

by 
BARBARA ROMERO
Resident Agent

Sworn to and subscribed before me this TWENTY SECOND DAYS OF MAY, 1993.


NOTARY PUBLIC State
of Florida at Large

My commission expires September 3, 1994

BONDED THROUGH General Insurance Underwriters

93 MAY 25 PM 2:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS