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MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PUERTO RICO MANAGEMENT GROUP, INC.
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
PUERTO RICO MANAGEMENT GROUP, INC.**

**I
CORPORATE NAME**

The name of this corporation shall be **PUERTO RICO MANAGEMENT
GROUP, INC.**

II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 1261
Homestead Road North, Suite 223, Lehigh Acres, Florida 33936.

III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have
outstanding at any one time is one thousand (1000) shares of common stock at no per
share par value.

IV

PURPOSES

The general nature and purposes of business to be transacted, promoted and
carried on by the corporation are as follows:

- a. To engage in the distribution, representation and sale of all types of goods
and products including but not limited to food, housewares, electronics and miscellaneous
equipment and accessories.
- b. To engage in any commercial, mercantile, manufacturing, industrial or trading

**MORAIMA FEAL, ESQ.
FL. BAR NO. 002070
9582 SW 40 ST. #6
MIAMI, FL 33165
(305) 223-6600**

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business of any kind and to do all things incidental to any such business; to manufacture, purchase or otherwise acquire, lease, pledge, mortgage, sell or otherwise dispose of, and to trade in and deal in any and every kind of commodity, merchandise, machinery, equipment, material and product.

c. To acquire by purchase, lease or otherwise, any property or any interest therein, whether tangible or intangible.

d. To acquire by purchase, lease or otherwise, and to build, construct or erect, plants, buildings, structures, works and improvements on any kind.

e. To enter into any partnership, limited partnership or joint venture organized under the laws of the State of Florida.

f. To engage in the food distribution and preparation business including but not limited to the operation of supermarkets and restaurants.

V


INITIAL REGISTERED AGENT AND OFFICE

The address of this corporation's initial registered office is located at 1261 Homestead Road North, Suite 223, Lehigh Acres, Florida 33936, and the name of its initial registered agent at said address is HUGO CERVANTES.

VI

INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is HUGO CERVANTES, 1261 Homestead Road North, Suite 223, Lehigh Acres, Florida 33936.


HUGO CERVANTES
Incorporator

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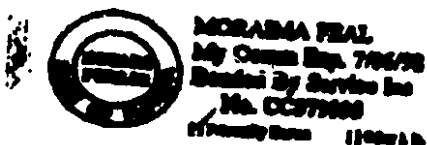
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared HUGO
CERVANTES, who is personally known to me, who did take an oath, and who is to
me well known to be the person described in and who executed the foregoing Articles
of Incorporation as the Incorporator, and he acknowledged to and before me that he
executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in
the said County and State, this 17th day of January, 1995.


NOTARY PUBLIC, State of Florida

My Commission Expires:



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TOTAL P.00

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FALLS CHURCH, VA

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**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:

That HUGO CERVANTES, desiring to organize under the laws of the State of
Florida with its principal office as indicated in the Articles of Incorporation in Lehigh
Acres, Lee County, State of Florida, has named HUGO CERVANTES, located at
1261 Homestead Road North, Suite 223, Lehigh Acres, Florida 33936, City of Lehigh
Acres, County of Lee, State of Florida, as its agent to accept services of process within
the 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 a true and correct office.

By: _____

HUGO CERVANTES
Registered Agent

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