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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3594

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: E & M ENTERPRISES, CORP.

FAX AUDIT NUMBER: H9500000-1063

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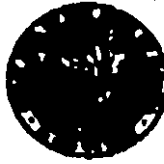
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TO

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

January 27, 1995

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST STE. 200
MIAMI, FL 33135

SUBJECT: E S M TRADING, CORP
REF: W95000002035

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Terri Buckley
Corporate Specialist

FAX Aud. #: H95000001063
Letter Number: 595A00003693

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF:**

EFIMAN, CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following amended Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

EFIMAN, CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**10382 BOCA ENTRADA BLVD. #226
BOCA RATON, FL 33428**

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

One Thousand (1000)

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is:

**EFIGENIA BARRAHONA
10382 BOCA ENTRADA BLVD. #226
BOCA RATON, FL 33428**

**Firme Maldonado
Alpha Tax
11015 N.W. 39 St. * 205
Miami, FL 33351
(305) 749-0005**

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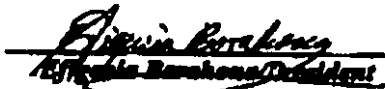
ARTICLE V - INCORPORATOR (S)

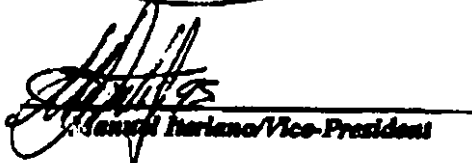
The name and address of the incorporator to these articles of incorporation is:

EFIGENIA BARAHONA
10282 BOCA ENTRADA BLVD. #226
BOCA RATON, FL. 33428

MANUEL INTERIANO
10282 BOCA ENTRADA BLVD. #226
BOCA RATON, FL. 33428

The undersigned has(have) executed these Articles of Incorporation this 25th day of January, 1995.


Efigenia Barahona/President


Manuel Interiano/Vice-President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT
REGISTERED OFFICE**

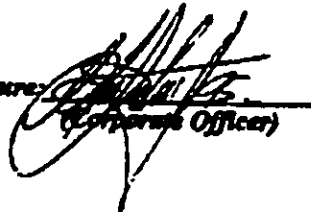
Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the corporation is:

EFTMAN, CORP.

2. The name and address of the registered agent and office is:

**EFIGENIA BARAHONA
10282 BOCA ENTRADA BLVD. #226
BOCA RATON, FL. 33428**

Signature: 
(Corporate Officer)

Title: Vice-President

Date: January 25th, 1995

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process as for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: *Efigenia Barahona*

Date: January 25th, 1995

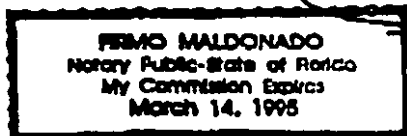
STATE OF FLORIDA)
SS:
COUNTY OF BROWARD)

Before me a Notary Public authorized to take acknowledgment in that State and County set forth above, personally appeared Efigenia Barahona, known by me to be the person who executed the foregoing instrument.

IN WITNESS I hereunto set my hand and affixed my official seal in the State of Florida and County of Broward this:

January 25th, 1995

My commission expires:



[Signature]
Notary Public
State of Florida

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