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RAMON REYES, P.A.
TAX AND ACCOUNTING SERVICE

215 W. 56 ST. • INCOME TAX SPECIALIST
HIALEAH, FL. 33012 • SMALL BUSINESS ACCOUNTING
PH. (305) • 022-0669 • INVESTMENT ADVISE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR - 2 PM 11:11

RECEIVED
03/02/95 10:01:01
***122.50 ***122.50

Secretary of State
Division of Corporation

Re: GRACELAND INTERNATIONAL CORP.

Enclosed please find the original and one copy of Articles of
Incorporation, together with my check in the amount of \$122.50

This represents the cost of Filing Fees, Certified copy of
Articles of Incorporation and Fee for Registered Agent Designation
for the above named corporation.

Very truly yours,

R Reyes
Ramon Reyes

2/27/95

3/3/95
(RB)

ARTICLES OF INCORPORATION

OF

GRACELAND INTERNATIONAL, CORP.

ARTICLE I

The name of this Corporation shall be:

GRACELAND INTERNATIONAL, CORP.

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire unissued of treasury shares of the corporation or securities of the Corporation convertible into carrying a right to or acquire shares.

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The principal office of this Corporation shall be located at:

1465 S.W. 2 ST. #1 Miami, Fl. 33135

with the Corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities or counties as may from time to time be authorized by its Board of Directors.

ALL DOCUMENTS
REGISTERED
STATE OF FLORIDA
CORPORATION
SECTION 2 FILE 11

ARTICLE VII

This corporation shall at all times have at least one (1) Director who shall conduct the business of the Corporation as a Board of Directors. The stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

ARTICLE VIII

The name and address of the members of the first Board of Directors who shall hold office until the first annual meeting of shareholders or until their earlier resignation, removal from office, or death are:

ITALIA M. AYUNI
(President)

1465 S.W. 2 St. #1
Miami, Fl. 33135

JOSE E. AYUNI
(Vice-President)

1465 S.W. 2 St. #1
Miami, Fl. 33135

ARTICLE IX

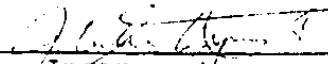
The name and address of the incorporators are:

ITALIA M. AYUNI

1465 S.W. 2St. #1
Miami, Fl. 33135

The by-laws of this Corporation may be created, amended, changed or replaced by either the stockholder or the directors of the Corporation at any duly scheduled special meeting called for that purpose.

The undersigned do hereby subscribe, acknowledge and file these Articles of Incorporation this 24 day of February, 1995.



Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

SECRET
FEB 24 1995
MIA

Pursuant to the provisions of Section 607.325, 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: GRACELAND INTERNATIONAL, CORP.

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

JOSE E. AYUNI

1465 S.W. 2 St. #1

(P. O. BOX NOT ACCEPTABLE)

Miami, FL 33135

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE PRESIDENT

DATE February 24, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE February 24, 1995