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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: CUMBRE, INC.
FAX AUDIT NUMBER: H95000002624
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ARTICLES OF INCORPORATION

OF

CUMBRE, INC.

EFFECTIVE DATE

3-23-95

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statute of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: CUMBRE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commanding on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- a: To operate food and general merchandise business.
- b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

PREPARED BY:
CARLOS R. BUSQUETS, ESQ.
780 N.W. LE JEUNE ROAD
SUITE 517
MIAMI, FLORIDA 33126
FLORIDA BAR NO. 205370
PHONE: (305) 448-1200

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c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purpose, including the acquisition of any other entity.

d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 5000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

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ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT, PRINCIPAL OFFICE.

The street address of the corporation's initial registered office and principal office is: 9972 S.W. 154 COURT, MIAMI, FLORIDA 33196 and the name of the initial registered agent of the corporation at that office is: BERTA REYES

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

N A M E	A D D R E S S
BERTA REYES	9972 S.W. 154 COURT MIAMI, FLORIDA 33196

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

N A M E	A D D R E S S
BERTA REYES	9972 S.W. 152 COURT MIAMI, FLORIDA 33196

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ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of March, 1994

Berta Reyes
BERTA REYES

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared BERTA REYES 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.
() who is personally known to me or (X) who has produced FLORIDA DRIVER LICENSE as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 2nd day of March, 1994



OFFICIAL SEAL
Carlos Busquets
My Commission Expires 1/18/98
Commission #CC 334884

Carlos Busquets
NOTARY PUBLIC, STATE OF FLORIDA
Carlos Busquets
PRINT NAME:

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR: CUMBRE, INC., AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

DATED THIS 2nd DAY OF March, 1995.

Berta Reyes
(REGISTERED AGENT)
BERTA REYES

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE