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(((H95000007347))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
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(((H95000007347))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SONRISAS ELECTRONICS OUTLET 20TH STRETT, INC.
FAX AUDIT NUMBER: H95000007347 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/30/1996 TIME REQUESTED: 14:13:12
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003265

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FILED
95 JUN 30 PM 4: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JUN 30 PM 3: 59
DIVISION OF CORPORATIONS

ARTICLE V

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI

DURATION

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VII

OFFICERS AND DIRECTORS

The numbers of directors of the corporation shall be not less than one nor more than five, as voted upon by the shareholders of the corporation. The initial officers and directors are as follows:

Sergio Feldman President, Director

ARTICLE VIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of this interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

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Corporation in advance of the final disposition of such a proceeding.

DATED this 27 day of JUNE, 1995.

[Signature]
SERGIO FELDMAN [Seal]

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned, personally appeared Sergio Feldman to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledges before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

Personally Known Produced Identification _____

Type of Identification Produced _____

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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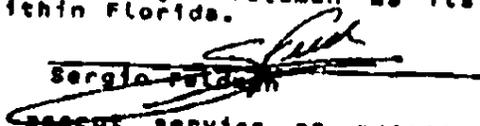
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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE OR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In compliance with section 48.091, Florida Statutes, the following is submitted:

That Sonrisas Electronics Outlet 20th Street, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1842 N.W. 20 Street, Miami, Florida hereby appoints Sergio Feldman as its agent to accept service of process within Florida.


Sergio Feldman

Having been named to accept service or 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.

Signature


Sergio Feldman

Title

Registered Agent

Dated:

_____, 1995.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 30 PM 4: 53

FILED

This Instrument Prepared By:

Henry Volpe, Esquire
13786 N.E. 11 Avenue
North Miami, FL 33161
305-899-9344
Florida Bar No.: 502279

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