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TO: DIVISION OF CORPORATIONS FROM: EL LAZO ROJO, INC.
TALLAHASSEE, FL 32399 MIAMI FL 33135-33401-0000
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: EL LAZO ROJO, INC.

FAX AUDIT NUMBER: H96000002569

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The Red bow, Inc.

FILED
96 FEB 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/53

DIVISION OF CORPORATIONS

96 FEB 22 PM 2:52

RECEIVED

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CERTIFICATE OF INCORPORATION
of
EL LAZO ROJO, INC.

FILED
86 FEB 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, heroby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation, rights, privileges, immunities of incorporation for profit.

ARTICLE I: The name of the corporation shall be:
EL LAZO ROJO, INC.

ARTICLE II: The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III: The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is -100- shares of common stock, which shares shall be of TEN DOLLARS value each. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV: The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V: The amount of capital with which this corporation may begin doing business shall be not less than ONE THOUSAND DOLLARS.

ARTICLE VI: The existence of the corporation is perpetual.

ARTICLE VII: The initial post office address of the principal office of the corporation in the State of Florida is: 251 E. Flagler st., suite #80, Miami, Fl. 33131.

Enrique J. Venta, Accountant,
13718 S.W. 9 street,
Miami, Fl. 33184
(305) 553-6566

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The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Register Agent at the registered address is: Golda Gluck.

ARTICLE VIII: The business of the corporation shall be managed by a Board of Directors consisting of one director. A Quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX: The names and post office addresses of the members of first Board of Directors and the slate of Corporate Officers are as follows:


NAME	TITLE	ADDRESS
Golda Gluck	President	19601 E. Country Club
	Secretary/Treas.	Dr. Apt 501
		Aventura, Fl. 33180

ARTICLE XI: The names and post office addresses of the subscribers of the Articles of Incorporation, and number of shares that they agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
Golda Gluck	19601 E. Country	100
	Club Dr. Ap 501	
	Aventura, Fl 33180	

ARTICLE X The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 22 of February, year 1996.


Golda Gluck

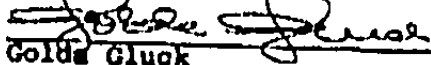
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: El Lazo Rojo, Inc. DESIRING TO ORGANIZE OR QUALIFY

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UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 251 E. Flagler St., Miami, Fl. 33131 HAS NAMED Golda Gluck AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.


Golda Gluck

On Miami, at 22 th day of February year 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.


Golda Gluck

On Miami at the 22 th day of February year 1996.

FILED
96 FEB 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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