

LAW OFFICES OF
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Admitted to Florida
and Wash., D.C. Bar

P96000018254
February 19, 1996

New Filings Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Storage Exchange, Inc.

To whom it may concern:

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-02/23/96--01068--019
****122.50 ****122.50

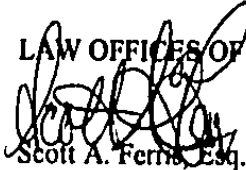
Please be advised this office is the incorporator and preparer of the above referenced application for corporate status. Enclosed is a money order for One Hundred Twenty-two (\$122.50) Dollars and 50/100 Cents, which represents the filing fee; a certified copy; and, registered agent designation for Storage Exchange, Inc. The name has previously been cleared telephonically, although I understand the corporation is not approved until ratified by the state.

Please send certified copy of corporate status; the corporate certificate; and, any related correspondence to the above address.

If there are any questions or comments, or calls for additional information, please do not hesitate to contact me.

Very truly yours,

LAW OFFICES OF SCOTT A. FERRIS, P.A.


Scott A. Ferris, Esq.

SAF/sg

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 AM 11:43

5/28

ARTICLES OF INCORPORATION
OF
STORAGE EXCHANGE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 AM 11:43

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **Storage Exchange, Inc.**, and the address is: 2691 N.W. 7th Street, Miami, Florida 33125.

ARTICLE II - DURATION

The corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation with the Florida Secretary of State and shall exist perpetually thereafter unless dissolved sooner according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of purchasing, selling and storing goods of value, particularly jewelry, as well as, offering the public the services of cashing checks and selling money orders, for profit, in accordance with Florida law.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue 1000 shares of Ten Dollar (\$10.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued thereof, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration thereof, has been paid.

Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

<u>NAME</u>	<u>ADDRESS</u>
President/Director: Julio C. Alvarez	10030 S.W. 55 th Street Miami, Florida 33165
Vice President/Treasurer: George I. Alvarez	14714 S.W. 113 th Lane Miami, Florida 33196
Secretary: Rene Carillo	2751 N.W. 16 th Terrace Miami, Florida 33125

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify and insure any present or former officer or director, or person exercising powers and duties of a director, to the full extent permitted by law. However, the private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENT

The 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.

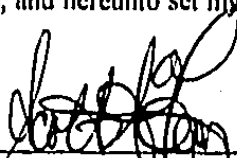
ARTICLE IX - INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Scott A. Ferris, Esq.	9130 South Dadeland Boulevard, Suite 1609 Miami, Florida 33156

CERTIFICATION OF INCORPORATOR

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 20th day of February, 1996.



SCOTT A. FERRIS, ESQ.

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged to before me this 20th day of February, 1996, by SCOTT A. FERRIS, who is () personally known to me or who has () produced _____ as identification and who did take an oath.

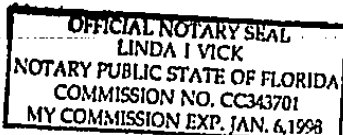


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

LINDA I. Vick

Printed Name of Notary



ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the corporation is: 10030 S.W. 55th Street, Miami, Florida 33165, and the name of the initial registered agent at that address is Miriam Machado.

CERTIFICATE OF REGISTERED AGENT

OF

STORAGE EXCHANGE, INC.

FILED STATE SECRETARY OF CORPORATION
96 FEB 26 AM 11:43

Pursuant to Florida Statutes Chapters 48 and 607, the following is submitted:

The above corporation, desiring to organize under the Laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at: 10030 S.W. 55th Street, Miami, Florida 33165, and has named Miriam Machado located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

By: Miriam Machado
Miriam Machado

The foregoing instrument was acknowledged before me this 20th day of February, 1996 by Miriam Machado who is personally known to me, or () who produced _____ as identification.

Sabrina Gallo
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

SABRINA GALLO
Printed Name of Notary



SABRINA GALLO
My Commission CC422883
Expires Nov. 22, 1998.
Bonded by HAI
800-422-1888