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LANARUS CORPORATE COUSTRIES, INC.

890 S.W. 87 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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Limited Partnership

Reinstatement
Trademark
Other

Examiner's Initials

93/20/96

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Name Reservation

Articles of Ancorporation

CECPETARY OF STATE DIVISION OF CORPORATIONS

96 MAR 20 PH 2: 08

OF

MARIANA'S, INC.

ARTICLE I - NAME

The name of this corporation is MARIANA'S, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - ADDRESS

The mailing address of the corporation is 9820 S. W. 4 Street, Miami, Florida 33174.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of NO par value common stock, which shall be designated "Common Stock".

ARTICLE VI- 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is 9820 S. W. 4 Street, Miami, Florida 33174 and the name of the initial registered agent of this corporation is MARIA ELENA BORGES.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than ONE.

The names and addresses of the initial directors of this corporation are:

MARIA ELENA BORGES-Dir/Pres 9820 S. W. 4 Street

Miami. FL 33174

DAISY RAFAELA DUCHENS-Dir/VP 1054 N. W. 183 Street Pembroke Pines, FL 33029

SARA MARIA CASO-Dir/Sec/T 13642 S. W. 119 Terrace Miami, FL 33186

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The names and addresses of the persons signing these articles are:

MARIA ELENA BORGES

9820 S. W. 4 Street Miami. FL 33174

DAISY RAFAELA DUCHENS

1054 N. W. 183 Street Pembroke Pines, FL 33029

SARA MARIA CASO

13642 S. W. 119 Terrace Miami, FL 33186

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this _____day of _____, 1996.

Daisy Refaela Duchens

Sara Maria Caso

STATE OF FLORIDA)
: ss
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MARIA ELENA BORGES, DAISY RAFAELA DUCHENS and SARA MARIA CASO known to me and known by me to be the persons who executed the foregoing articles of incorporation and who have produced N/A

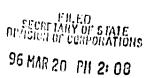
as identification/are personally known to me; and they acknowledged before me that they executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this day of kineah, 1996.

Notary Public, State of Florida at Large

My commission expires:

OFFICIAL NOTARY DEAL BOMA HERNANDEZ COMMISSION NUMBER CC225938 MY COMMISSION EXP. HEPT 12,1275



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

In compliance with Section 607.0501 of the Florida Statutes, the following is submitted:

MARIANA'S, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named MARIA ELENA BORGES located at 9820 S. W. 4 Street, City of Miami, County of Dade, State of Florida as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this / st day of MARCH, 1996.

Maria Elena Borges

Resident and Registered Agent