

96000046558

James Walker Accounting, Inc.

16115 S.W. 117th Ave. Suite 25-A
Miami, Florida 33177
(305) 253-8713

April 27, 1996

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

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-05/05/96--01034--013
****122.50 ****122.50

Re: E. GARCIA ENTERPRISE, INC.

Gentleman:

Enclosed for filing is an executed original and one copy of the Articles of Incorporation of the above referenced corporation and a Certificate of Registered Agent. Enclosed please find a check for \$122.50 for the following items:

Filing Fee for Articles of Incorporation	\$ 35.00
Filing Fee for Certificate of Registered Agent	35.00
Fee for certified copy of Articles of Corporation	<u>52.50</u>
	\$122.50

FILED
96 JUN -3 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy to the undersigned.

Very truly yours,

Wray Abercrombie
Wray Abercrombie

c/o James Walker Accounting, Inc.
16115 S.W. 117 Avenue, Suite 25A
Miami, FL 33177

W96-10763

5/2/96

Enclosures: Original and one copy of Articles of
Incorporation and Certificate of Registered Agent

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1996

JAMES WALKER ACCOUNTING, INC.
16115 SW 117TH AVENUE STE 25-A
MIAMI, FL 33177

SUBJECT: E. GARCIA ENTERPRISE, INC.
Ref. Number: W96000010763

We have received your document for E. GARCIA ENTERPRISE, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 796A00025145

ARTICLES OF INCORPORATION

For

E. GARCIA ENTERPRISE, INC.

I, the undersigned, being of legal age and a natural person do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be E. GARCIA ENTERPRISE, INC.

ARTICLE II

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under the Florida General Corporation Act. The principal office address is at 3925 Adra Ave. Miami, Florida 33178.

ARTICLE III

The total authorized stock of this corporation shall consist of 1000 shares of common stock, par value \$1.00 per share.

The consideration for all the said stock shall be payable in cash, property, real or personal, or labor or service actually performed in lieu of cash, at a just valuation to be fixed by the board of Directors of this Corporation.

Shareholders shall have no preemptive rights.

Cumulative voting shall be permitted.

ARTICLE IV

This corporation shall commence its existence immediately upon the filling of these Articles of Incorporation by the Department of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

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JUN-3 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The initial registered office of this corporation shall be located at 3925 Adra Ave. Miami, Florida 33178.

The initial registered agent at that address shall be Lydia D. Castro Social Security Number 108-40-8065. This corporation reserves the privilege of having its offices and branch offices at other places within or without the State Florida.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by a majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

ARTICLE VII

The name and address of the initial director of this corporation, who shall hold office for the first year or until their successors are duly elected and have qualified, shall be:

Lydia D. Castro
3925 Adra Ave.
Miami, Florida 33178

President

The principal mailing address shall be the same.

ARTICLE VIII

The name and address of the Incorporator is Lydia D. Castro Social Security 108-40-8065, 3925 Adra Ave. Miami, Florida 33178.

ARTICLE IX

No contract of other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract of transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director of an officer of such other corporation, of who is a interested, may be counted in determining the existence of a quorum at any meeting of the Board Of Directors of this corporation which shall authorize any such contract or transaction, which like force and effect as if he were not such a director or office of such other corporation, or not so interested.

ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts of this corporation to any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law.

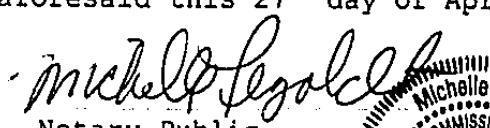
IN WITNESS WHEREOF, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and herunto set my hand and seal this 27th, day of April 1996.


Lydia D. Castro
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)SS
)

Before Me, the undersigned authority, personally appeared Lydia D. Castro person described in and whom executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that executed the same for the purpose herein expressed.

Witness my hand and official seal in the County and State aforesaid this 27th day of April, 1996.


Notary Public
State of Florida
My Commission Expi

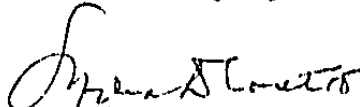


CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is
submitted:

First, that E. Garcia Enterpriso, Inc. desiring to
organize under
the laws of Florida, has named Lydia D. Castro of 3925 A
City of Miami County of Dade State Of Florida, as its
statutory Registered Agent.

Having been named the statutory registered Agent of the above
corporation at the place designated in this certificate, the
undersigned hereby accepts the same and agrees to act in this
capacity, and agrees to comply with the provisions of Florida
law relative to keeping the registered office open.


By: Lydia D. Castro
Registered Agent

Dated: This 27th day of April 1996.

FILED
96 JUN-6 AM 11:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE