

LAW OFFICES OF
Stephanie G. Morrow

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Beatriz E. Cera

* Member of New York and Florida Bars

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May 24, 1996

P 96 0000 46798

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

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Manles Group, Inc. with a check in the amount of \$70.00 for filing fee, and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Please return this in the self-addressed stamped envelope I have enclosed herein.

Thank you.

Very truly yours,

Beatriz E. Cera
Beatriz E. Cera

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation

1. The name of the corporation is:

Manlos Group, Inc.

2. The principal place of business and mailing address of the corporation is: 3245 S.W. 89th Avenue, Miami, FL 33165

3. The corporation shall have the authority to issue 7,500 shares of common stock, in one class only, each with a par value of \$ 10.00.

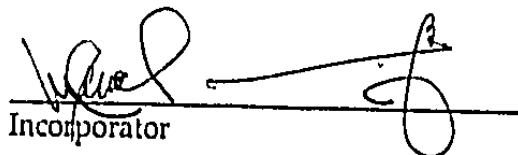
4. The registered agent of the corporation is Pablo Peralta and the registered address is 3401 S.W. 99th Avenue, Miami Florida 33165.

5. The initial Board of Directors shall have 3 member(s) whose name(s) and address(es) is/are as follows: President: Manuel Lendorf, 3245 S.W. 89th Avenue, Miami, FL 33165, Vice President: Manuel Lendorf, 3245 S.W. 89th Avenue, Miami, FL 33165, Treasurer: Manuel Lendorf, 3245 S.W. 89th Ave, Miami FL 33165

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

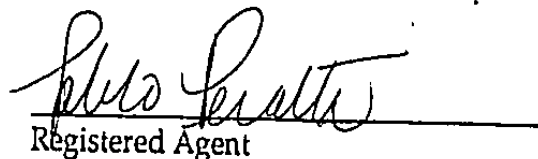
6. The incorporator of this corporation is Manuel Lendorf whose address is 3245 S.W. 89th Avenue, Miami, FL 33165

Dated 5/20/96


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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 am familiar with and accept the obligations of my position as registered agent.

Dated 5/20/96


Registered Agent