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6/05/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32300
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SUITE 200
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(((H96000007843))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GRATIS-FREE RENTAL SERV. RLTY, INC.
FAX AUDIT NUMBER: H96000007843 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/5

UNION OF COURTESY

84:6 HV -5 JUN 96

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PREPARED BY:
 BFL Business Legal, Inc.
 141 N.E. 3 AVE #206
 MIAMI, FL 33132
 305-373-6211
 Elyane Bechtlinger



(5)

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THE CORPORATION IS:

GRATIS-FREE RENTAL SERV. RLTY, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

8363 S. CORAL CIRCLE
 NORTH LAUDERDALE, FL. 33028

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

8363 S. CORAL CIRCLE
 NORTH LAUDERDALE, FL. 33028

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

JURANDIR ALBUQUERQUE

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

96 JUN -5 PM 12:00

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

JURANDIR ALBUQUERQUE
PRESIDENT & DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

JURANDIR ALBUQUERQUE
8363 N. CORAL CIRCLE
NORTH LAUDERDALE, FL. 33028

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 3rd DAY OF JUNE OF 1996.


Incorporator

H96000007843

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:
JURANDIR ALMUQUERQUE

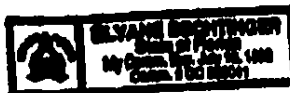
KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND IS ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL.

IN THE STATE AND COUNTY AFORESAID THIS 3rd DAY OF JUNE : 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



H96000007843



**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT GRATIS-FREE RENTAL SERV. RLTY, INC. DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

JURANDIR ALBUQUERQUE

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

GRATIS-FREE RENTAL SERV. RLTY, INC.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS:

3rd DAY OF JUNE , 1996.


Registered Agent

96 JUN -5 PM 12:00
FILED
STATE
TALLAHASSEE, FLORIDA

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