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RECEIVED
96 AUG 16 AM 9:58
DIVISION OF CORPORATION

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

200716756-01020-012
*****78.75 *****78.75

OFFICE USE ONLY

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
56 AUG 16 PM 12:38

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

1. Pepe ARTS & CRAFTS, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time 1:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
PEPE ARTS & CRAFTS, INC.

The undersigned, acting as incorporator of PEPE ARTS & CRAFTS, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

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SECRETARY OF CORPORATIONS
15 AUG 15 PM 12:38

ARTICLE I. NAME

The name of the corporation is PEPE ARTS & CRAFTS, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 19750 N.W. 57th Place, Miami, Florida 33015.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these articles of incorporation with the Florida Department of State.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 19750 N.W. 57th Place, Miami, Florida 33015 and the name of the corporation's initial registered agent at that address is Serge C. Perez.

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have two (2) directors. 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 street addresses of the directors are:

<u>Name</u>	<u>Address</u>
Serge C. Perez	19750 N.W. 57th Place Miami, FL 33015

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are Serge C. Perez, 19750 N.W. 57th Place, Miami, FL 33015.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 2nd day of August, 1996.



Serge C. Perez
Incorporator

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

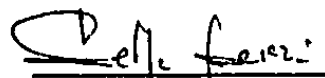
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That PEPE ARTS & CRAFTS, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 19750 N.W. 57th Place, Miami, Florida 33015 has named Serge C. Perez as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 2nd day of August, 1996.


Serge C. Perez

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 16 PM 12:38

DEBIT MEMORANDUM

P 96 0000 68 452

TO : DEPARTMENT OF STATE

DATE 08 4 52 OFFICIAL USE NUMBER

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	1,565.25	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	1,565.25	OTHER	4

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	2	39.00
12	45-20-2-130001-45300000-00-000100-00	2	61.25
12	45-20-2-130001-45300000-00-000100-00	4	65.00
12	45-20-2-130001-45300000-00-000100-00	4	78.75
12	45-20-2-130001-45300000-00-000100-00	1	87.50
12	45-20-2-130001-45300000-00-000100-00	2	225.00
12	45-20-2-130001-45300000-00-000100-00	2	225.00
12	45-20-2-130001-45300000-00-000100-00	1	783.75

GRAND TOTAL:

\$ 1,565.25

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96 SEP 5 11:45
FINANCIAL MANAGEMENT

700803-D
78.75
93.75

Process Date: 08/22/96

The above named fund(s) has been reduced by the amount of 100001968071
this check(s) under authority of Section 215.34, F.S. -10/08/96--01070--008
*****93.75 *****93.75

State Treasurer