

88452

October 18, 1998

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

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-10/25/98--01030--018
***122.50 ***122.50

Certified Mail # P 346 149 348

Dear sir or madam:

Enclosed are the original and one copy of the following documents for MASTER CLOSETS CORPORATION:

- Articles of Incorporation
- Certificate of Designation/Registered Office/Registered Agent
- Check made payable to Florida Secretary of State for the following fees:

Filing Fee	\$ 35.00
Designation of Registered Agent	\$ 35.00
Certified Copy Fee	\$ 52.50
	\$122.50

This should be all the necessary documents to incorporate this Company in the state of Florida. If you need any additional information, please do not hesitate to call me during business hours at (305) 889-7080.

Very truly yours,

Ramiro E. Basto

Enclosures
Copy to Mr. Luis A. Borelli
Mr. Jorge Gómez

FILED
98 OCT 24 AM 11:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/28

**ARTICLES OF INCORPORATION
FOR
MASTER CLOSETS CORPORATION**

**ARTICLE I
NAME**

The name of the Corporation is MASTER CLOSETS CORPORATION

**ARTICLE II
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have the authority to issue shall be ONE HUNDRED (100) shares of voting common stock with \$1.00 par value share.

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ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation and principal place of business is 811 N.E. 199th Street, North Miami, Florida 33179. The initial registered agent is Ramiro E. Basto, CPA at 15718 N.W. 10th Street, Pembroke Pines, Florida 33028.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<u>Names</u>	<u>Addresses</u>
Ramiro E. Basto, CPA	15718 N.W. 10th Street Pembroke Pines Florida 33028

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Ramiro E. Basto, CPA at 15718 N.W. 10th Street, Pembroke Pines, Florida 33028.

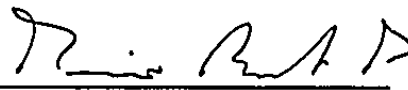
ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon and incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Article of Incorporation this 10th day of October, 1996.



Ramiro E. Basto, CPA

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared RAMIRO E. BASTO, to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me, according to law, that he made and

subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this

18 day of October, 1998.

Carmen Espinosa
Notary Public, State of Florida

My commission expires:

Ramiro E. Basto
Ramiro E. Basto, CPA, Registered Agent



CARMEN ESPINOSA
My Commission CC531030
Expires Feb. 08, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: **MASTER CLOSETS CORPORATION**
2. The registered office of the corporation is: 811 N.E. 199th Street
Suite # 208
North Miami, FL 33179
3. The name and address of the registered agent is:

Ramiro E. Basto, CPA
15718 N.W. 10th Street
Pembroke Pines, FL 33028

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 I am familiar with and accept the obligations of my position as Registered Agent.

Signature: _____

Name: _____

Date: 10-18-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 24 AM 11:36

FILED

REGISTERED AGENT FILING FEE: \$35.00