

10/29/96

OC 19-1996 1 32

EMPIRE CORPORATE KIT

01/20

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:46 PM

((H96000015240 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SILVER FACTORY, INC.

AUDIT NUMBER.....H96000015240

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CHRT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:24:04

FILED
96 OCT 29 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

096A - 49946

10/30/96
LB

ARTICLES OF INCORPORATION
OF
SILVER FACTORY, INC.

(5)

H96000015240

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be
SILVER FACTORY, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 36 N.E. 1 Street, Suite 225, Miami, Florida, 33132 and the name of the initial Registered Agent for the corporation at that address is Maricruz S. Bustos.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

JORGE A. LOPEZ-ACCOUNTANT (305)388-8406
16181 S.W. 78 STREET, MIAMI, FL 33193

FILED
96 OCT 29 11 9 56
SECRET
FBI MIAMI

H96000015240

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Maricruz Bustos: Non-Resident, Mexico
Passport #95400037812

H96000015240

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Maricruz Bustos
36 N.E. 1 Street, Suite 223
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 28 day of October, 1996.

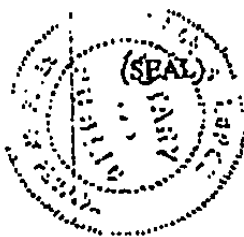
Incorporator/

X

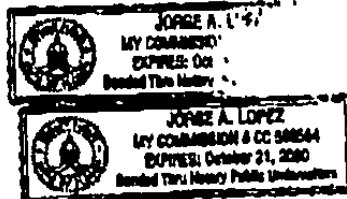
Maricruz Bustos

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed and acknowledged
before me this 28th day of October, 1996, by
Maricruz Bustos.



Notary Public
State of Florida
My Commission Expires:



H96000015240

H96000015240

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. SILVER FACTORY, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 36 N.E. 1 Street, Suite 225, Miami, Florida, 33132, has named Mariacruz Bustos, whose address is 36 N.E. 1 Street, Suite 225, Miami, Florida, 33132, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

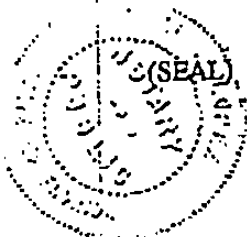
Registered Agent:

X Mariacruz Bustos

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared Mariacruz Bustos, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 28th day of October, 1996.



Jorge A. Lopez
Notary Public
State of Florida
My Commission Expires:



H96000015240