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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3594

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MINOES SALES, INC.

AUDIT NUMBER.....H96000016374

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
MINOES SALES, INC.

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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 is MINOES SALES, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 100 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 328 Crandon Blvd., Suite 202, Key Biscayne, Florida 33149 and the name of the initial registered agent of this corporation at that address is A. Rosemary Sala, P.A.

Rosemary Sala, Esq.
328 Crandon Blvd. #202
Key Biscayne, FL 33148
(305) 361-0105 / FBN. 0494380

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ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 740 North Mashta Drive, Key Biscayne, Florida 33149.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial director is as follows:

Jose Miguel Noroña
740 North Mashta Drive
Key Biscayne, FL 33149

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: A. Rosemary Sala, 328 Crandon Blvd., Suite 202, Key Biscayne, Florida 33149.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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ARTICLE XI

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AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of November, 1996.


A. Rosemary Sala, Incorporator

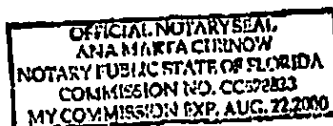
STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared A. Rosemary Sala, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of November, 1996.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA



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