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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: LIVING ESSENCE, CORP.

AUDIT NUMBER.....H97000000160

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

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PAGES..... 7

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
of

LIVING ESSENCE, CORP.

WE, THE UNDERSIGNED, DANNY A. RIVERA, JOSEPH B. BAGLINO AND ROBERT A. GOMEZ hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

LIVING ESSENCE, CORP.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the power hereinabove specifically delegated of implied.

Prepared by:
Martha Valverde
Accountant
5200 SW 8th Street, Ste 202A
Coral Gables, FL 33134
(305) 653-1551

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ARTICLE III**CAPITAL STOCK**

The authorized capital stock of this corporation shall be divided into 900 shares of common stock of ONE DOLLAR PAR VALUE.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ARTICLE IV**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be a minimum of THREE HUNDRED AND 00/100 DOLLARS .

ARTICLE V**CORPORATE EXISTING**

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said Corporation shall be: 2155 BIAARRITZ DRIVE, MIAMI BEACH, FLORIDA 33141 and with the privilege of having branch offices at other places within or without the State of Florida.

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ARTICLE VII**H97000000160**

The Resident Agent designated to accept service of process for the corporation shall be: **DANNY A. RIVERA**

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

ARTICLE IX**DIRECTORS**

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
DANNY A. RIVERA	455 NE 210 TERRACE NORTH MIAMI BEACH, FL 33179
ROBERT A. GOMEZ	2155 BIARRITZ DRIVE MIAMI BEACH, FL 33141
JOSEPH B. BAGLINO	2155 BIARRITZ DRIVE MIAMI BEACH, FL 33141

ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
DANNY A. RIVERA	PRESIDENT	455 NE 210TH TERRACE NORTH MIAMI BEACH, FL 33179
ROBERT A. GOMEZ	VICE- PRESIDENT	2155 BIARRITZ DRIVE MIAMI BEACH, FL 33141

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JOSEPH B. BAGLINO

TREASURER

2155 BIARRITZ DRIVE
MIAMI BEACH, FL 33141

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
DANNY A. RIVERA	455 NE 210 TERRACE NORTH MIAMI BEACH, FL 33179	100
ROBERT A. GOMEZ	2155 BIARRITZ DRIVE MIAMI BEACH, FL 33141	100
JOSEPH B. BAGLINO	2155 BIARRITZ DRIVE MIAMI BEACH, FL 33141	100

ARTICLE XII

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that LIVING ESSENCE, CORP. desiring to organize or qualify under the law of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named DANNY A. RIVERA, at 455 NE 210 TERRACE, NORTH MIAMI BEACH, FL 33179, as its agent to accept service of process within Florida.

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Danny A. Rivera
CORPORATE OFFICER

DATE: January 2nd, 1997

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


DANNY A. RIVERA
DATE: January 2nd, 1997

ARTICLE XIII

ACKNOWLEDGEMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this 2nd day of January, 1997 Personally appeared before me, the undersigned Notary Public in and for the State of Florida, DANNY A. RIVERA, ROBERT A. GOMEZ and JOSEPH B. BAGLINO parties to the foregoing Certificate of Incorporation, and acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Miami, Dade County, Florida.


Notary Public
State of Florida at Large

My commission expires:

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MARTHA I. VALVERDE
COMMISSION # CO 478283
EXPIRES JUN 25, 1999
ISSUED BY
ATLANTIC BONDING CO., INC.

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Subscribers:


DANNY A. RIVERA-PRESIDENT


ROBERT A. GOMEZ-VICE-PRESIDENT


JOSEPH BAGLINO-TREASURER

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