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EMPIRE CORPORATE KIT

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(( (H9700000632 4) ))

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: PENINHA'S SHOP IMPORT EXPORT, INC.  
AUDIT NUMBER.....H9700000632  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 4  
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*Ray Stormont*

(4)

ARTICLES OF INCORPORATION  
OF

H97.00.0000632

PENINHA'S SHOP IMPORT EXPORT INC.

ARTICLE I - NAME

The name of this corporation is:

PENINHA'S SHOP IMPORT EXPORT INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock with a nominal or par value of \$10.00 each.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8325 N.W. 64th Street  
City of Miami County of Dade  
State of Florida, and the name of the initial registered agent of this corporation at this address is AHMAD MOURAD  
as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:  
8325 N.W. 64th Street, Miami, Florida 33166

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No.858277  
165 South Miami Avenue, Penthouse Miami, Florida 33130 (305) 374-6288

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

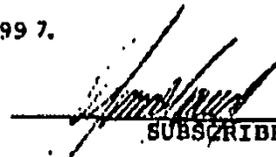
This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Ahmad Mourad	8325 N.W. 64th Street Miami, Florida 33166

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Ahmad Mourad, 8325 N.W. 64th Street, Miami, Florida 33166

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of PENINHA'S SHOP IMPORT EXPORT, INC. this 10th day of January, 1997.

  
\_\_\_\_\_  
SUBSCRIBER

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknow-

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ledgments in the State and County above set forth, personally appeared AHMAD MOURAD known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10th day of January, 1997.

OFFICIAL NOTARY SEAL  
MARTHA MARICH  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CCS47245  
MY COMMISSION EXP. APR. 14, 2000  
My Commission Expires:

*Martha Marich*  
NOTARY PUBLIC, State of Florida  
at Large.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*[Signature]*  
REGISTERED AGENT

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STATE DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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