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FLORIDA DIVISION OF CORPORATIONS
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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: ELLY IMPORT & EXPORT, INC.

AUDIT NUMBER.....H97000003854

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

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(4)

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ELLY IMPORT & EXPORT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. BOX 11-64
Miami, Florida 33116

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MARTHA E. ROJO
11797 S.W. 93 Terrace
Miami, FL. 33186

SHIRLEY ALMAZAN, Accountant, 10477 S.W. 40th Street, Miami, FL.
305-227-0378

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P.02

EMPIRE CORPORATE KIT

MAR-06-1997 09:03

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ARTICLE V INCORPORATOR(S)

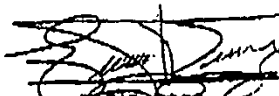
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

EDGAR ROJO - President/Treasurer
11797 S.W. 93 Terrace
Miami, FL. 33186

MARTHA E. ROJO - Vice President/Secretary
11797 S.W. 93 Terrace
Miami, FL. 33186

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

28th day of February, 19 97.



EDGAR ROJO Signature



MARTHA E. ROJO Signature



Shirley Amazon Signature



Shirley Amazon
My Commission CC831020
Expires March 14, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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: ELLY IMPORT & EXPORT, INC.

2. The name and address of the registered agent and office is:

MARTHA E. ROJO

(Name)

11797 S.W. 93 Terrace

(P.O. Box not acceptable)

Miami, FL. 33186

(City/State/Zip)

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.

Martha E. Rojo
(Signature)
MARTHA E. ROJO

3/3/97
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314