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REFERENCE : 322609 9048A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 8, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 322609-005

CUSTOMER NO: 9048A

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****122.50 ****122.50

CUSTOMER: Osvaldo R. Orozco, Esq
OSVALDO R. OROZCO, ESQ

4th Floor
1378 Coral Way
Miami, FL 33145

DOMESTIC FILING

NAME: SMELLS FISHY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Paula K. Kendrick

EXAMINER'S INITIALS:

FILED
97 APR-8 PM 1:33
TALLAHASSEE, FLORIDA
STATE

RECEIVED
97 APR-8 AM 11:29
DIVISION OF CORPORATION

SN APR - 8 1997

ARTICLES OF INCORPORATION OF
SMELLS FISHY, INC.

FILED

97 APR -8 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be SMELLS FISHY, INC.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved as permitted by law.

ARTICLE III. COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these articles.

ARTICLE IV. PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue a maximum of One Hundred (100) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors.

ARTICLE VI. PRE-EMPTIVE RIGHTS

All shareholders, regardless of whatever class of stock, shall have the right to purchase, in proportion to their interest held in the corporation, any issuance of stock

ARTICLE VII. INITIAL REGISTERED AGENT, INITIAL
REGISTERED OFFICE AND MAILING ADDRESS OF CORPORATION

The corporation's initial registered agent and registered office
in the State of Florida shall be:

Ms. Barbara Medina
167 West 23rd Street
Hialeah, Florida 33010

The mailing address and principal office of the corporation shall be: 167 West
23rd Street, Hialeah, Florida, 33010.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:


Barbara Medina
167 West 23rd Street
Hialeah, Florida 33010

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The number of
directors may be increased or decreased from time to time by vote of the
shareholders, but in no case shall the number of directors be less than one (1). The
name and address of the director constituting the initial board of directors is:

Barbara Medina
167 West 23rd Street
Hialeah, Florida 33010

IN WITNESS HEREOF, I, the undersigned incorporator of this corporation, have
executed these articles of incorporation at Miami, Dade County, Florida, on the 2nd
day of April, 1997.


Barbara Medina

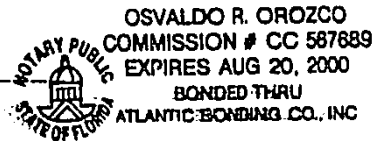
STATE OF FLORIDA)

:SS.

COUNTY OF DADE)

The foregoing Articles of Incorporation of Smells Fishy, Inc., were acknowledged before me this 7 day of April, 1997, by Barbara Medina, as Incorporator, who is personally known to me and who did not take an oath.

Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Smells Fishy, Inc., at the place designated in the Articles of Incorporation, Barbara Medina agrees to act in this capacity, agrees to comply with the provisions of law relative to such office, and is familiar with, and accepts the obligations provided for in the Florida Statutes.

Barbara Medina

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA