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Hialeah, March 24, 1997

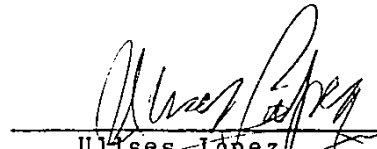
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****127.00 ****127.00

Division of Corporations
P. O. Box 6327
Tallahassee, Fl 32314

Dear Sir:

Enclose Articles of Corporation from MENBSES
APPLIANCE REPAIR CORP. and M. O. for \$127.00 to be fi-
ling.

Sincerely,


Ulises López
Notary Public

W97-7342

APR - 1997

FILED
97 APR -9 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hialeah, April 2nd, 1997

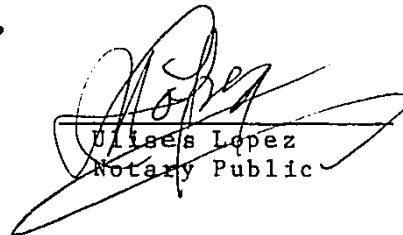
Division of Corporation
P. O. Box 6327
Tallahassee, Fl 32314

Dear Mrs Agnes Lunt:

According aur conversation by phone
I am writing the mail address to MENESES REPAIR CORP.

Thank you very much for you help.

Sincerely,



D. L. Lopez
Notary Public



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1997

ULISES LOPEZ
5822 W. 3RD AVE.
HIALEAH, FL 33012

SUBJECT: NENESES APPLIANCE REPAIR CORP.
Ref. Number: W97000007342

We have received your document for NENESES APPLIANCE REPAIR CORP. and your check(s) totaling \$127.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 397A00016025

FILED

97 APR -9 PM 3: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***ARTICLES OF INCORPORATION
OF
MENESES APPLIANCE REPAIR CORP.***

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is MENESES APPLIANCE REPAIR CORP...

The mailing address is: 5 S.W. 96th Avenue, Miami, Florida 33174

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 500 shares with a par value of \$1.00 per share.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

ULISES LOPEZ
5822 W 3RD AVENUE
DADE County
HIALEAH, FL 33.012

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

TULIO A. MENESES
5 SW. 96TH AVENUE
MIAMI, , FL 33174

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 1 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

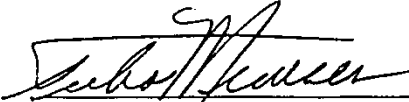
Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



TULIO A. MENESES, Incorporator
5 SW. 96TH AVENUE
MIAMI, FL 33174

State of Florida, County of DADE, ss:

Subscribed and sworn to (or affirmed) before me this 24 day of MARCH 1997.



Notary Public



FILED

97 APR -9 PM 3: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS -
WITHIN THIS STATE, NAMED AGENT UPON WHOM
PROCESS MAY BE SERVED.

In persuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act.

That MENESES APPLIANCE REPAIR CORP. desiring to organize under
the Laws of the State of Florida with its principal office as in-
dicated in the Articles of Incorporation at the City of Miami, -
County of Dade, State of Florida, has named Ulises Lopez, located
5822 W. 3rd Avenue- Hialeah, Florida, 33012, at its agent to accept
service of process within this State.

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

BY


Ulises Lopez
Registered Agent