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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: SUPERIOR DISCOUNT CLUB, INC.
AUDIT NUMBER.....H97000007740
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SUPERIOR DISCOUNT CLUB, INC.
REF: W97000010911

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**ARTICLES OF INCORPORATION
OF
SUPERIOR DISCOUNT CLUB, INC.**

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of this corporation is:

SUPERIOR DISCOUNT CLUB, INC.

ARTICLE TWO

The general nature of the business and the object and purposes to be transacted and carried on are:

- A. To conduct any and all business not prohibited by the laws of the United States and the State of Florida;
- B. any and all lawful purposes;
- C. and, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
- D. and, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE THREE

The maximum number of shares of stock that this corporation is authorized to have outstanding at this time is: **Five Hundred Shares - at \$1.00 par value.**

Mario Tacher, Esq.
F&N. 509132
291 SW 27th Ave.
2nd Floor
Miami, FL 33135
(305) 644.1312

ARTICLE FOUR

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The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The initial post office address of the principal office of this corporation in the State of Florida is:

293 S.W. 27th Avenue
Miami, FL 33135

The Board of Director(s) may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE SEVEN

This corporation shall have (2) directors initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE EIGHT

The name(s) and address(es) of the number(s) of the first Board of Director(s), who is/are subject to the provisions of the Certificate of Incorporation, by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/her/their successor(s) are elected and have qualified, are:

Rolando Pita, - President

Yelena Tacher - Vice President

ARTICLE NINE

The name and address of the subscriber of these Articles of Incorporation is:

Rolando Pita
293 S.W. 27th Ave.
Miami, FL 33135

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TALLAHASSEE

ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be provided by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by majority of entitled to vote thereon.

ARTICLE ELEVEN
DESIGNATION OF REGISTERED AGENT

That Rolando Pita, located at 293 S.W. 27th Ave., Miami, FL 33135, is hereby named registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for **SUPERIOR DISCOUNT CLUB, INC.**, at the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


ROLANDO PITA

I, The Subscriber, being one of the original subscriber to the capital stock here in above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 9 day of May 1997.


ROLANDO PITA

STATE OF FLORIDA }
COUNTY OF DADE } S.S.,

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to administer oaths and take acknowledgements, personally appeared ROLANDO PITA, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before

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me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, this 9 day of May, 1997.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
ANN M ALVAREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC474996
MY COMMISSION EXP. JUNE 21, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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