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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: STONEHEDGE STORES, INC.

AUDIT NUMBER.....H97000008401

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

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ARTICLES OF INCORPORATION
OF
STONEHEDGE STORES, INC.

The undersigned natural persons, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation:

ARTICLE I

The name of the corporation shall be STONEHEDGE STORES, INC.

ARTICLE II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses, and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

PREPARED BY: PATRICK RUSSELL, ESQ.
201 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
TEL. (305) 373-5313
FLA. BAR NO. 995568

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C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidence of indebtedness, to exercise all of the rights, powers, and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

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ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares at \$1.00 par value.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be \$1000.00

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The principal office of this corporation shall be located at 1539 N.W. 3rd Avenue, Miami, Florida 33136.

ARTICLE VII.

The Board of Directors of this corporation shall consist of not less than one nor more than three members.

ARTICLE VIII.

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

Ola Jaber, 700 N.W. 15th Street, Homestead, Florida 33030

ARTICLE IX.

The registered agent and the registered office for this corporation is:

PATRICK RUSSELL, ESQUIRE
201 West Flagler Street, Miami, Florida 33130 Tel: (305) 373-5313

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ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$1,000.00 amount of capital with which this corporation shall begin business, are as follows:

NAME	ADDRESS	SHARES	AMOUNT
Ola Jaber	700 N.W. 15th Street, Miami, FL	1000	\$1,000.00

ARTICLE XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Ola Jaber, President, Secretary, Treasurer

ARTICLE XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial stockholders or the successor of all shares of the stockholders, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, and TREASURER such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

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ARTICLE XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


PATRICK RUSSELL, ESQUIRE

IN WITNESS WHEREOF, the undersigned has hereunto made, subscribed and acknowledged these Articles of Incorporation.


OLA JABER, President

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared OLA JABER to me to be the person(s) described in and who executed these Articles of Incorporation and acknowledged the Articles to be the act and deed of the subscribers and that the facts set forth therein are true, that I relied upon the following form of identification of the above named person(s): Driver's License
_____ and that an oath was taken.

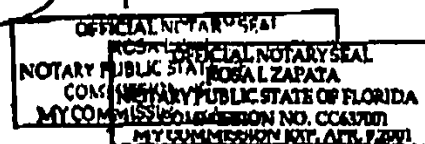
WITNESS my hand and seal at Miami, Dade County, Florida, this 13 day of

May 1997.


NOTARY PUBLIC, State of Florida
Printed Name: Rosa L. Zapata

My Commission Expires:

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