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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ES-MART MIAMI, INC.

AUDIT NUMBER.....H97000013076

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION  
OF  
ES-MART MIAMI, INC.

ARTICLE I.  
CORPORATE NAME

The name of this Corporation shall be:

ES-MART MIAMI, INC.

ARTICLE II.  
NATURE OF CORPORATE BUSINESS

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 III.  
CAPITAL STOCK

The Corporation is authorized to issue a maximum of One Thousand (1,000) Shares of Stock. The Shares of Stock shall be voting 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 IV.  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Ana L. Arguello  
6648 SW 112 Court  
Miami, Florida 33173

ARTICLE V.  
BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by

This Instrument Prepared By:

Alvaro Castillo B., Esq.  
1390 Brickell Avenue, Suite 200  
Miami, Florida 33131  
(305) 371-5540  
Florida Bar No. 611761

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the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VI  
INITIAL DIRECTORS**

The name and post office address of the initial Director of the Corporation is:

Name	Address
Ana L. Arguello	6648 SW 112 Court Miami, Florida 33173

**ARTICLE VII  
INITIAL OFFICERS**

The initial officers shall be elected at the first Board of Directors meeting.

**ARTICLE VIII.  
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Ana L. Arguello	6648 SW 112 Court Miami, Florida 33173

**ARTICLE IX.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

6648 SW 112 Court  
Miami, Florida 33173

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ARTICLE X.  
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

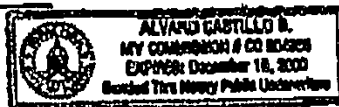
By:   
ANA L. ARGUELLO

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, ANA L. ARGUELLO, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 9 day of July, 1997.

  
NOTARY PUBLIC



DATE COMMISSION EXPIRES

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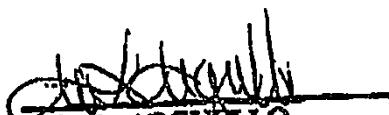
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# ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
ANA L. ARGUELLO  
6648 SW 112 Court  
Miami, Florida 33173

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