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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: LALY ENTERPRISES, INC.

AUDIT NUMBER.....H97000013469

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 15, 1997

EMPIRE

SUBJECT: LALY ENTERPRISES, INC.  
REF: W97000018935

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Becky McKnight  
Document Specialist

FAX Aud. #: H97000013469  
Letter Number: 797A00041507

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ARTICLES OF INCORPORATION

OF

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is LALY ENTERPRISES, INC.  
1502 WASHINGTON AVE., MIAMI BEACH, FLORIDA 33139

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any  
or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000)  
shares of One Dollar (\$1.00) per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this  
corporation of the same kind, class or series as that which he  
already holds, shall have the right to purchase her pro rata share  
thereof (as nearly as may be done without issuance of fractional  
shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this  
corporation is 3477 SW 3RD AVE., MIAMI, FLORIDA 33145  
and the name of the initial registered agent of this corporation  
at that address is JORGE LLOP, SR.

PREPARED BY:

ERIC YANKWITT  
DEL ACCOUNTING SERVICES, INC.  
5251 N. DIXIE HWY, SUITE #C1  
FT. LAUDERDALE, FL 33334  
(954) 481-6590

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name: JORGE LLOP, SR.

Address: 3477 SW 3RD AVE., MIAMI, FLORIDA 33145

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is JORGE LLOP SR., 3477 SW 3RD AVE., MIAMI, FLORIDA 33145


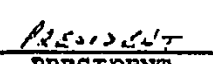
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8<sup>th</sup> Day of Aug., 1997

  
JORGE LLOP SR.   
PRESIDENT

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that LALY ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of MIAMI BEACH County of DADE, State of Florida has named JORGE LLOP SR. located at 3477 SW 3RD AVE., MIAMI, FLORIDA 33145 County of DADE, State of Florida, as its agent to accept service of process within the state.

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## ACKNOWLEDGEMENT:

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

By: *J. Llop* *President*  
**JORGE LLOP SR.**  
 Registered Agent

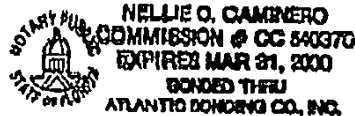
STATE OF FLORIDA

COUNTY OF

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JORGE LLOP SR. known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 8 Day of

*Nellie O. Camnerio*  
 Notary Public  
 State of Florida at Large



## NOTARY CHECK ONE:

- ( ) PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.  
 (X) PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION:

Type: *FI DL*Serial No.: *L100420-3576100 7/26/03*

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