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9/18/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: DEMI & ERNI, CORP.

AUDIT NUMBER.....H97000015530

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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## ARTICLES OF INCORPORATION

### ARTICLE 1-NAME

The name of the Corporation is  
DEMI & ERNI, CORP.

### ARTICLE 2-PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

### ARTICLE 3-PRINCIPAL OFFICE

The address of the principal office of this Corporation is:

1314 WEST 83 STREET  
HIALEAH, FLORIDA 33014

### ARTICLE 4-INCORPORATOR

The name and street address of the incorporator of this Corporation is:

FRANCISCO FERNANDEZ  
1314 WEST 83 STREET  
HIALEAH FLORIDA 33014

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

18 day of SEPTEMBER, 1997.

Francisco Fernandez

Prepared by:  
Credit Network, Inc.  
13500 North Kendall Drive  
Suite 260  
Miami, Fl 33186  
(305) 408-0091

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**ARTICLE 5- OFFICERS**

The officers of the Corporation shall be:

President: FRANCISCO FERNANDEZ  
1314 WEST 83 STREET  
HIALEAH, FLORIDA 33014

**ARTICLE 6-DIRECTOR(S)**

The Director(s) of the Corporation shall be:

FRANCISCO FERNANDEZ

**ARTICLE 7-SHARES**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

100 SHARES AT \$1.00 PAR VALUE

**ARTICLE 8-REGISTERED OWNERS**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 9-EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 10-AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

**DEMI & ERNI, CORP.**

2. The name and address of the registered agent and office is:

**FRANCISCO FERNANDEZ 1314 WEST 83 STREET HIALEAH FLORIDA 33014**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*Francisco Fernandez*

DATE

*9/1/97*

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