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FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ROCKSTALGIA CORP.

AUDIT NUMBER.....H97000017333

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION  
OF

④

ROCKSTALGIA CORP.

ARTICLE I-NAME

The name of this Corporation is ROCKSTALGIA CORP.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is 6325 West 12th Avenue Hialeah, FL 33012. The principal place of business of the corporation shall be 420 SW 8th Avenue Miami, FL. 33130.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have one (3) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial Director are:

<u>NAME</u>	<u>ADDRESS</u>
WALDO FERNANDEZ	6325 West 12th Ave Hialeah, FL. 33012
ALBERTO E. CAPOTE	418 Navarre Ave Coral Gables, FL. 33134
PEDRO CANAS	7912 Tropicana Street Miramar, FL. 33023

Prepared by: Herminia Rosario  
Rosario & Associates,  
4410 W 16th Ave. #2  
Hialeah, Florida 33012  
Phone (305) 828-8622  
Fax (305) 828-4657

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ARTICLE VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s) .

ARTICLE VIII-INDEMNIFICATION

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

ARTICLE IX-PREEMPTIVE RIGHTS

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

ARTICLE X-INCORPORATOR

The person signing these articles is Waldo Fernandez  
6325 West 12th Avenue Hialeah, FL. 33012

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this October 17th, 1997.

  
Waldo Fernandez

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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of sections 607.0501, 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.

ROCKSTALGIA, CORP., a Florida Corporation organized under the laws of the State of Florida has named Waldo Fernandez, Hialeah, Dade County, State of Florida, as its agent to accept service of process within this state.

  
Waldo Fernandez

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR ROCKSTALGIA CORP., AT 420 SW 8th AVENUE, MIAMI, FL 33130. THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this October 17th, 1997

  
Waldo Fernandez

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