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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

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NAME: SOLO MEMORIA, INC.

AUDIT NUMBER.....H97000017765

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

CERT. OF STATUS..1

PAGES..... 5

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** ENTER 'M' FOR MENU. **

TRANSLATION: ONLY MEMORIES, INC.

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TALLAHASSEE, FLORIDA

P. 000000

OCT 28 1997

~~W-24296~~

~~W-24426~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 24, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: SOLO MEMORIA, INC.
REF: W97000024296

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Neysa Culligan
Document Specialist

FAX Aud. #: 897000017765
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ARTICLES OF INCORPORATION

**ARTICLE ONE
NAME**

The name of the Corporation shall be:

SOLO MEMORIA, INC.

**ARTICLE TWO
NATURE OF BUSINESS**

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

**ARTICLE THREE
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: filing date.

**ARTICLE FOUR
CORPORATE ADDRESS**

The address of the principal office and mailing address of the corporation is:

**7730 SW 68 TR
MIAMI, FL 33143**

Prepared by: Achilles Ballestas
7730 SW 68 Tr.
Miami, FL 33143
(305) 279-3268

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**ARTICLE FIVE
INCORPORATOR**

The undersigned corporation does hereby act as incorporator in adopting these Articles of Incorporation for the purpose of organizing a corporation pursuant to the provisions of the Florida Business Corporation Act.
Achilles Ballestas

P.O. BOX 932137
MIAMI, FL 33293-2137

**ARTICLE SIX
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than One Hundred Dollars (\$100.00), or such greater amount as may be required by law.

**ARTICLE SEVEN
CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The Stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is ONE THOUSAND (1000).

C. Par value: Each share of Common Stock shall have the par value of ONE DOLLAR (\$1.00).

**ARTICLE EIGHT
ASSIGNATION OF REGISTERED OFFICE
AND REGISTERED AGENT**

The Registered office for this Corporation shall be:

7730 SW 68 TR
MIAMI, FL 33143

The registered agent for this Corporation shall be:

BALLESTAS AND ASSOCIATES, INC., a Florida Corporation
at the above address.

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ARTICLE NINE
CORPORATE DIRECTORS

The following individual(s) is (are) the Director(s) and officers of the corporation:

RICARDO LACAU
DIR., PRES.,
1626 NW 82 AV
MIAMI, FL 33126

NICOLETTA SACCHETTI
DIR., SEC.
1626 NW 82 AV
MIAMI, FL 33126

ACHILLES BALLESTAS
V. PRES.
7730 SW 60 TR
MIAMI, FL 33143

IN WITNESS WHEREOF, the undersigned incorporator does make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: This 23 day of October, 1997.

BALLESTAS AND ASSOCIATES, INC.
by Achilles Ballestas, President

Achilles Ballestas
Incorporator

STATE OF FLORIDA:

: S.B.:

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared:

ACHILLES BALLESTAS

to me well known and known to me to be the individuals described, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Official Seal at Miami, Dade County, Florida.

Date: This 23 day of Oct., 1997.

Dalia Tonga
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS CAN BE SERVED.**

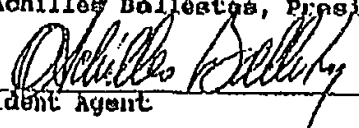
In pursuance of Florida Statutes, the following is submitted in
compliance with said statutes:

THAT SOLO MEMORIA, INC. desiring to organize under the Laws of
the State of Florida with its principal office, as indicated in
the Articles of Incorporation at the City of Miami, County of
Dade, State of Florida, has named BALLESTAS AND ASSOCIATES, INC.,
a Florida Corporation, whose registered address is 7730 SW 68
TH., City of MIAMI, County of Dade, State of Florida, as its Agent
to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place assigned in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of Florida Statutes relative to keeping open said
office.

Ballestas and Associates, Inc.
by Achilles Ballestas, President



Resident Agent

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