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IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

9:52

11/19/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H97000019249 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RUIZ & CO., INC.
CONTACT: OSCAR W RUIZ
PHONE: (305)828-1277

ACCT#: 110116001462

FAX #: (305)828-6855

NAME: WESTERN'S DESIGN, INC.

AUDIT NUMBER.....H97000019249

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

CERT. OF STATUS...1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

11/19/97

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PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

9:52

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. PARTNERSHIP ELECTRONIC FILING MENU
9. RETURN TO MAIN MENU

--KEY--

PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***

--- CURRENT DEFAULTS ---

AVAILABLE BALANCE: \$246.

ACCOUNT NAME: 110116001462

FAX NUMBER: (305)828-6855

SUB ACCOUNT:

METHOD OF DELIVERY: F

MAIL NAME: RUIZ & CO., INC.

MAIL ADDR1: 1665 WEST 68TH STREET

MAIL ADDR2: SUITE 206

CITY: HIALEAH

ST: FL ZIP: 33014-0000 COUNTRY: US

ENTER SELECTION NUMBER, 1 THRU 9, A BLANK AND THE KEY (IF REQUIRED).

11/19/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

9:52

H97000019249-6

ARTICLES OF INCORPORATION OF

WESTERN'S DESIGN, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **Western's Design, Inc.**
The principal place of business of this corporation shall be: 3080 S.W. 18th Street
Miami, Florida 33145

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (1000) **ONE THOUSAND @ \$.10 par value per share.**

In the event that any shareholder desires to sell any part of their holdings to an individual not a signatory to this instrument, shall obtain such bona fide offers as they may desire, and report the offers in writing to the secretary, shall mark the offer which they desire to accept. The secretary shall then notify all of the signatories of the proposed offer, and any signatory shall be entitled to a right of first refusal to purchase the shares on the same terms as the accepted offer within 60 Days.

ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

Prepared by: Ruiz & Co., P.A. Page 1
1665 W. 68 St., Ste# 206
Hialeah, Florida 33014
(305) 828-1277

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

MONICA TURANO
SUSANA TURANO
GUILLERMO RAMIREZ
GUSTAVO BARRAZA
3080 S.W. 18th Street, Miami, Florida 33145

ARTICLE VI AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.

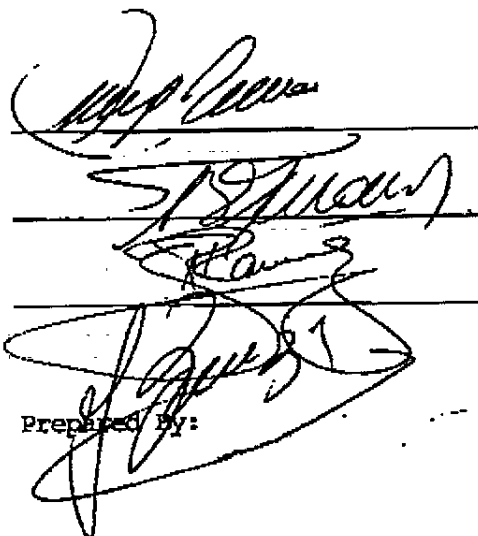
ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is (are):

MONICA TURANO SUSANA TURANO
GUILLERMO RAMIREZ GUSTAVO BARRAZA

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 14th, day of Nov., 1997.

Signature(s) of Incorporators(s)



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Prepared By:

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

Pursuant to the provisions of section 607.325, 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: WESTERN'S DESIGN, INC.
2. The name and address of the registered agent and office is: Monica Turano
3080 S.W. 18th Street
Miami, Florida 33145

SIGNATURE



TITLE : PRESIDENT

DATE: November 14th, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE:



DATE: November 14th, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA