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OF COUNSEL
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November 18, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
The Old Jail
Tallahassee, FL 32399

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RE: Articles of Incorporation for TODO X MENOS CORPORATION

To whom it may concern:

Enclosed please find the Articles of Incorporation for Todo X Menos Corporation, along with a check in the amount of \$122.50 for the filing fee. Please return a certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Very truly yours,

Yahnnny Abreu
Yahnnny Abreu for
Jack L. Weitzman, Esq.

JLW: ya

Enclosures

Translation:
Everything 4 Less

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

2207-55828
11/21/97
11/21/97

ARTICLES OF INCORPORATION
OF
TODD X MENOS CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is TODD X MENOS CORPORATION.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States or Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office and agent of this corporation is:

(a) Registered Agent - Jack L. Weitzman

(b) Registered Agent Office - 9190 Sunset Drive, Miami, Florida 33173

ARTICLE VI

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the Corporation is TODO X MENOS CORPORATION. The mailing address of the Corporation is 6721 S.W. 140 Street, Miami, Florida 33158.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial Directors of this corporation are:

Initial Directors:

Erick R. Lacayo
Thelma Cuellar de Lacayo
6721 S.W. 140 Street
Miami, Florida 33158

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Jack L. Weitzman, 9190 Sunset Drive, Miami, FL 33173.

ARTICLE IX

AMENDMENT OF ARTICLES

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

ARTICLE X

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles this 14th day of November, 1997.



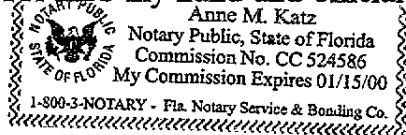
JACK L. WEITZMAN

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JACK L. WEITZMAN, known to me and known by me to be the person who executed the foregoing articles and acknowledged to me

that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 14th day of November, 1997.



Anne M. Katz
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.0501 and 607.0505, Florida Statutes.

DATED this 14th day of November, 1997.

Jack L. Weitzman
JACK L. WEITZMAN
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA