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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
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ACCT#: 071001002335

FAX #: (305)716-0346

NAME: R-E COMPANY OF MIAMI, INC.

AUDIT NUMBER.....H97000019765

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State

December 1, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: R-E ENTERPRISES, INC.
 REF: W97000026790

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If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
 Document Specialist

FAX Aud. #: H97000019765
 Letter Number: 697A00056772

ARTICLES OF INCORPORATION OF

R-E COMPANY OF MIAMI, INC.

ARTICLE I. NAME

The name of this corporation is:

R-E COMPANY OF MIAMI, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of COMMON STOCK, with a par value of TEN (\$10.00) dollars each.

ARTICLE V. AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE THOUSAND (\$5,000.00) DOLLARS.

ARTICLE VI. PREEMPTIVE RIGHTS

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

PREPARED BY: FELIX M. CACERES
1035 SW 87th ave.
MIAMI, FL 33175
(305) 262-9502

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TALLAHASSEE, FLORIDA

ARTICLE VII. INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:
12232 S.W. 31 TERR., MIAMI, FL 33175

The name of the initial registered agent of this corporation is:
RICARDO A. PEREZ

The corporation principal office shall be:
12232 S.W. 31 TERR., MIAMI, FL 33175

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have (ONE) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address (es) of the initial Board of Director(s) of this corporation is (are):

RICARDO A. PEREZ
12232 S.W. 31 TERR.
MIAMI, FL 33175

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation is (are):

RICARDO A. PEREZ
12232 S.W. 31 TERR.
MIAMI, FL 33175

IN WITNESS THEREOF, we, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seal this 26TH day of NOVEMBER, 1997.


RICARDO A. PEREZ

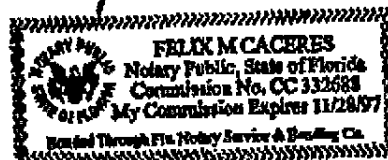
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY THAT on this day, before me a Notary Public duly authorized in the above mentioned State and County to take acknowledgments, personally appeared-----RICARDO A. PEREZ-----

to me well known and known to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hands and official seal in the City of Miami, County of Miami-Dade and State of Florida, this 26th day of November, 1997.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



**CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT WHO PROCESS MAY BE SERVED**

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That R-E COMPANY OF MIAMI, INC.
qualified to do business under the laws of the State of Florida with its principal office at
12232 S.W. 31 TERR.
the City of MIAMI, County of MIAMI-DADE, State of Florida has appointed
RICARDO A. PEREZ, 12232 S.W. 31 TERR.
City of MIAMI, County of MIAMI-DADE, State of Florida, as its agent to accept
service of process within this State.

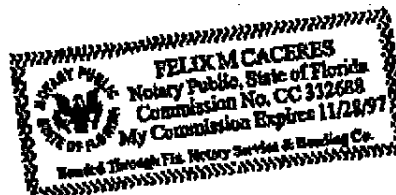
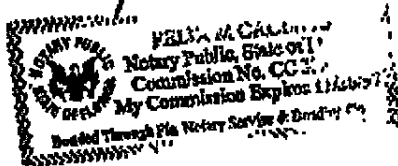
ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation,
at place designated in this Certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act, relative to keeping open said office.

Ricardo A Perez
RICARDO A. PEREZ

Sworn to and subscribed before me,
this 26TH day of NOVEMBER, A.D. 1997

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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TALLAHASSEE, FLORIDA