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TO: DIVISION OF CORPORATIONS

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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: RIOS MONTOYA, INC.

AUDIT NUMBER.....H98000002413

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

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February 5, 1998

EMPIRE

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ARTICLES OF INCORPORATION

OF

RIOS-MONTOYA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this corporation is RIOS-MONTOYA, INC., and its principle place of business is 14350 S.W. 119th Avenue, Miami, Florida 33186-6110.

ARTICLE TWO

DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSES

The general purpose for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is

1,000. Such shares shall be a single class, and shall have a par value of \$1.00 per share.

Prepared by Raul Gastesi, Jr.
Attorney at Law, P.A.
225 Alcazar Avenue
Miami, FL 33134
FLA Bar NO 825778
(305) 567-5885

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ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 225 Alcazar Avenue, Coral Gables, Florida 33134, and the name of its registered agent at such address is Raul Gastesi, Jr., Esquire.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Jaime Rios - President
14350 S.W. 119th Avenue
Miami, Florida 33186-6110

Ana Tulia Rios - Vice President
14350 S.W. 119th Avenue
Miami, Florida 33186-6110

Maria Consuelo Montoya - Secretary
14350 S.W. 119th Avenue
Miami, Florida 33186-6110

Luis Fernando Montoya - Treasurer
14350 S.W. 119th Avenue
Miami, Florida 33186-6110

ARTICLE SEVEN

INCORPORATORS

The names and address of the incorporators are:


Jaime Rios - President
14350 S.W. 119th Avenue
Miami, Florida 33186-6110

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Ana Tullia Rios - Vice President
14350 S.W. 119th Avenue
Miami, Florida 33186-6110

Maria Consuelo Montoya - Secretary
14350 S.W. 119th Avenue
Miami, Florida 33186-6110

Luis Fernando Montoya - Treasurer
14350 S.W. 119th Avenue
Miami, Florida 33186-6110


JAIME RIOS

STATE OF FLORIDA)
COUNTY OF DADE)

SS:

BEFORE ME, the undersigned authority, personally appeared JAIME RIOS to me known to be the person described herein or who provided _____ as identification, who subscribed the above Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida this 23rd day of January, 1998.


NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:
 Mzyta 1088
 Notary Public, State of Florida
 Commission No. CC 626163
 My Commission Exp. 3/3/2001

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ACKNOWLEDGMENT OF APPOINTMENT

BY REGISTERED AGENT

Having been named as registered agent for RIOS-MONTOYA, INC., at 225 Alcazar Avenue, Coral Gables, Florida 33134, I hereby agree to act in such capacity and agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, relative to the complete and proper performance of the duties of registered agent, and am familiar with and accept the obligations of registered agent.


Registered Agent: Raul Gastesi, Jr.

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