

2/12/98

P980000014546

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:00 PM

((H98000003004 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: HOME R US DEVELOPMENT II CO.

AUDIT NUMBER.....H98000003004

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:12:54

FILED
98 FEB 13 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-13-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1998

EMPIRE CORPORATE KIT

SUBJECT: HOME R US DEVELOPMENT II CO.
REF: W98000003252

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: E98000003004
Letter Number: 898A00008383

1198000003004
ARTICLES OF INCORPORATION
OF
HOME R US DEVELOPMENT II CO.

FILED
98 FEB 13 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: HOME R US DEVELOPMENT II CO.

ARTICLE II- NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate Indebtedness as required.

THIS INSTRUMENT PREPARED BY:
LEONARDO F. BRITO, P.A.
8005 NW 155TH STREET, SUITE B
MIAMI, FLORIDA 33016
FLORIDA BAR # 0615730
(305) 362-0880

1198000003004

H98000003004

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar (\$1.00) par value, the consideration to be paid for each share shall be One Dollar.

H98000003004

2 of 5

H98000003004

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than \$1,000.00.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this corporation is Gonzalo R. Dorta, P.A. 1401 Brickell Avenue, Suite 650, Miami, Florida 33131 and the name of the initial registered agent of this Corporation is Gonzalo R. Dorta, P.A. The address of the corporation is 7913 NW 2nd Street, Miami, Florida 33126.

ARTICLE VII

This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors and their respective offices is:

NAME

ADDRESS

Richard Meruelo

1875 W. MISSION BLVD.
FARMERS, CA. 91764

H98000003004

3 of 5

H98000003004

ARTICLE IX-Indemnification of Officers and Directors

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X - SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is:

NAME

Richard Meruelo

ADDRESS

1875 W. MISSION BLVD
POWELL, CA 94764

H98000003004
4 of 5

H98000003004

ARTICLE XI - AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereto set his hands and seals, and caused these Articles of Incorporation to be executed this 11 day of Feb., 1998.


Richard Meruelo

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

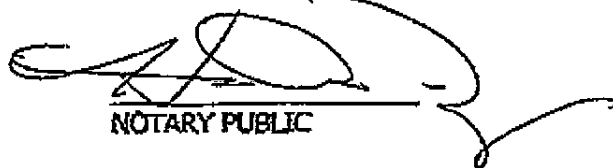
BEFORE ME, the undersigned authority, this 11th day of Feb., 1998, personally appeared Richard Meruelo known to me to be the person who executed the foregoing Articles of Incorporation of HOME R US DEVELOPMENT II CO. and acknowledged before me that he executed the same for the purposes herein expressed, and who is personally known to me or who has produced _____ as identification, and did take an oath.

5 of 5

H98000003004

H98000003004

WITNESS my hand and official seal at Dade County,
Florida this 11 day of Feb., 1998.


NOTARY PUBLIC

My Commission Expires:



HORTENSIA RODRIGUEZ DEL REY
MY COMMISSION # 00444192 EXPIRES
March 8, 1999
SIGNED IN MY FIDELITY INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT HOME R US DEVELOPMENT II CO. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS AT, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED
GONZALO R. DORTA, P.A., COUNTY OF DADE, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Richard Meruelo
Richard Meruelo, President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I

H98000003004 6 of 5

H98000003004

FILED

98 FEB 13 AM 11:35

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.

GONZALO R. DORTA, P.A.

SIGNATURE:

NAME: GONZALO R. DORTA, PRESIDENT

DATE:

2/13/98

Lea1199696-2104articles

H98000003004