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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RUIZ & CO., INC.

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NAME: EDICIONES PALMA REAL, INC. A/K/A REAL PALM E

AUDIT NUMBER.....H98000003544

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

NAME:

EDICIONES PALMA REAL, INC.

English Translation: Real Palm Editions, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 2/23/98

Aud# H98000003544-7

ARTICLES OF INCORPORATION OF

EDICIONES PALMA REAL, 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: **EDICIONES PALMA REAL, INC.**

The principal place of business of this corporation shall be: 2050 West 56 Street, Store #8
Hialeah, Florida 33016

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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.

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

Aud# H98000003544-7

Aud# H98000003544-7

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):

Nelson Grille
Ana Grille
2050 West 56 Street, Store #8
Hialeah, Florida 33016

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.

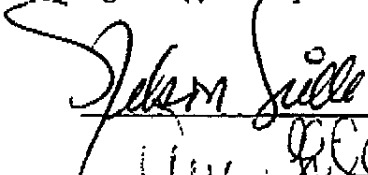
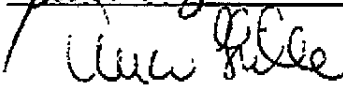
ARTICLE VIII INCORPORATOR(S)

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

Nelson Grille
Ana Grille
2050 West 56 Street, Store #8
Hialeah, Florida 33016

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 07th, day of February 1998.

Signature(s) of Incorporators(s)

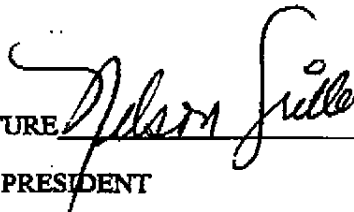
Aud# H98000003544-7

**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: **EDICIONES PALMA REAL, INC.**
2. The name and address of the registered agent and office is: Nelson Grille
2050 West 56 Street, Store #8
Hialeah, Florida 33016

SIGNATURE

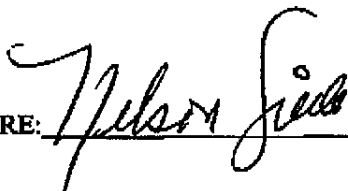


TITLE : PRESIDENT

DATE: February 07th, 1998

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: February 08th, 1998

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TALLAHASSEE, FLORIDA