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11762 N. Kendall Drive
Suite # 160
Miami, Florida 33186
(305) 279-1080

March 9, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FILED
98 MAR 13 AM 8:40
TALLAHASSEE, FLORIDA

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Re: Articles of Incorporation for: Gina and Company Enterprises, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation for:

Gina and Company Enterprises, Inc.

We request a certified copy of the Articles of Incorporation, enclosed you will find our check in the amount of \$ 122.50 payable to Department of State to cover the filing fees plus a **Certified Copy**.

Please forward certified copy to the following address:

Mr. Gil Coca
Internet Merchants
11762 N. Kendall Drive
Suite # 160
Miami, Florida 33186

Should you have any questions regarding this matter, please contact me at:
(305) 279-1080 or Fax (305) 596-2871

Sincerely,

Gil Coca

GC/ym
Encl

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**ARTICLES OF INCORPORATION
OF
Gina and Company Enterprises, Inc.**

The undersigned incorporator, hereby associates herself for the purpose of becoming a corporation under the laws of the State of Florida, under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

Gina and Company Enterprises, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3025 S. W. 80th Avenue Miami, Florida 33155

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 (one hundred) shares of common stock having a par value of one dollar (\$1.00).

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation may begin business shall not be less than \$100.00

ARTICLE V NATURE OF BUSINESS

This corporation may engage in any legal activity for the purpose of transacting any and all lawful business in the State of Florida and under the laws of the United States of America.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Gina P. Valladares
3025 S. W. 80th Avenue
Miami, Florida 33155

ARTICLE VII INCORPORATOR (S)

The name and street address of the incorporator(s) to these Articles of Incorporation is/are:

Gina P. Valladares
3025 S. W. 80th Avenue
Miami, Florida 33155

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TALLAHASSEE, FLORIDA

ARTICLE VIII DIRECTOR(S)

The name and street address of the director(s) to these Articles of Incorporation is/are:

Gina P. Valladares
3025 S. W. 80th Avenue
Miami, Florida 33155
(Director)

The undersigned incorporator has executed these Articles of Incorporation this 10th day of

March 19 98

Gina P. Valladares

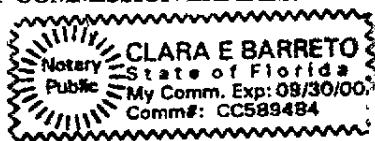
Gina P. Valladares
Signature / Incorporator

STATE OF FLORIDA)
SS:
COUNTY OF MIAMI-DADE)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared GINA P. VALLADARES Who is/are personally known to me or who has produced his/her Drivers license as identification and he/she acknowledge before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
In the State and County aforesaid, this 10th day of March 19 98

MY COMMISSION EXPIRES:



Clara E Barreto
NOTARY PUBLIC
STATE OF FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gina P. Valladares
Gina P. Valladares / Registered Agent

3/10/98
Date

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