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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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NAME: VALENCIA BARBERAN WHOLESALE, INC.

AUDIT NUMBER.....H98000006900

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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 10, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: VALENCIA BARBERAN WHOLESALE, INC.
REF: W98000008114

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Neysa Culligan
Document Specialist

FAX Aud. #: H98000006900
Letter Number: 798A00019175

VALENCIA BARBERAN WHOLESALE, INC.

Article I

The name of this corporation shall be:

VALENCIA BARBERAN WHOLESALE, INC.

in the County of Dade. Its Registered Agent shall be AZUCENA VALENCIA, located at 21100 NE 21th PLACE
AVENTURA, FL. 33179

County of Dade, State of Florida.

Article II

Nature of Business

a. To carry on business in the United States or any foreign-country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of

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all types, both as principal and agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of every kind and for the lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or _____ trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or the proper for the accomplishment of any of the purposes of attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon the corporations of this character.

i. NONE

ARTICLE III
CAPITAL STOCK

The capital stock of the corporation shall consist of:
a ONE HUNDRE D (100) shares of \$1.00 per
value. For incorporation purposes, each share will have a
nominal value set at -ONE DOLLAR-
(\$1.00) per share as
consideration.

b. Said shares of common stock to have par value. All
shares to be issued fully paid and non-assessable. The capital
stock of this Corporation may be paid in lawful money of the
United States or in property labor or services at a fair and just
valuation to be fixed by the stockholders or by the Board of
Directors. Said determination of just value fixed by the Board of
Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in
the control of the management of the corporation.

d. The holders of these shares of common stock are to have
pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a
shareholder's meeting, the shareholder may vote his share or
shares by proxy, one share representing one vote.

Article IV
Initial Capital

The amount of capital with which the corporation shall
begin business shall be no less than ONE HUNDRED DOLLARS

Article V
Terms of Existence

The corporation shall have perpetual existence.

Article VI
Board of Directors

The Board of Directors shall consist of no less than
-ONE- (1) persons.

Article VIIInitial Directors and Officers

The name and addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-laws and the Act of Legislature approved June 1, 1925, and the acts amandatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

<u>Title</u>	<u>Name:</u>	<u>Address:</u>
PRESIDENT	JUAN VALENCIA	18857 BISCAYNE BLVD AVENTURA, FL. 33179
VICE-PRES, SEC.-TREAS	AZUCENA VALENCIA	18857 BISCAYNE BLVD AVENTURA, FL. 33180

Article VIIISubscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>Name & Title</u>	<u>Address</u>	<u>Shares</u>
JUAN VALENCIA PRESIDENT	18857 BISCAYNE BLVD AVENTURA, FL. 33180	50¢
AZUCENA VALENCIA VICE PRES-SEC-TREAS	18857 BISCAYNE BLVD AVENTURA, FL. 33180	50¢

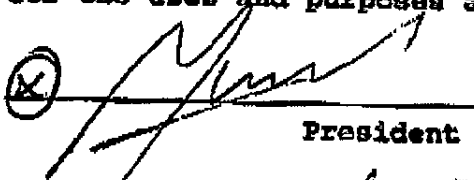
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Article IX

By-Laws

The regulation of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS, WHEREOF, the undersigned have signed these Articles of Incorporation at. , Dade County, Florida, for the uses and purposes aforesaid.

② 
President


Vice-President


Secretary


Treasurer

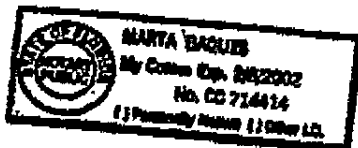
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I HEREBY CERTIFY that on this 10th day of APRIL
19 98, before me personally appeared JUAN VALENCIA
and AZUCENA VALENCIA, President and
Secretary-Treasurer respectively, to me well known to be the
persons described as subscribers in and who executed the
foregoing ARTICLES OF INCORPORATION and acknowledged before me
that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal
and hand at MIAMI, Dade County, this 10th day
of APRIL, 1998 A.D._

My Commission Expires:




Notary Public, State of FL.

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act.

First: That VALENCIA BARBERAN WHOLESALE, INC.

desiring to organize under Laws of the State of FLORIDA, with
its principal office, as indicated in the articles of
Incorporation at 21100 NE 21th PLACE, AVENTURA, FL. 33179

County of MIAMI DADE State of Florida, Has named: AZUCENA VALENCIA

located at 21100 NE 21th PLACE, AVENTURA, FL. 33179

(Street address and number of Building)

City of AVENTURA County of MIAMI DADE

State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT.-Must be signed by designated agent.

Having been named to accept service of process from the
above-stated Corporation, at place designated in this
certificate, I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

By: [Signature]

Resident Agent

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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