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NAME: CALERO'S INVESTMENT, INCC.
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May 8, 1998

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ARTICLES OF INCORPORATION
OF
CALERO'S INVESTMENT, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: CALERO'S INVESTMENT, INC.

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

MARIA DEL CARMEN SABOGAL
6905 N.W. 50TH STREET
MIAMI, FLORIDA 33166

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

MARIA DEL CARMEN SABOGAL
6905 N.W. 50TH STREET
MIAMI, FLORIDA 33166

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ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be one (3) initially. The name and street address of the initial Directors are:

MARIA DEL CARMEN SABOGAL
6905 N.W. 50TH STREET
MIAMI, FLORIDA 33166

DIEGO CALERO
6905 N.W. 50TH STREET
MIAMI, FLORIDA 33166

JAIME GARCIA
6905 N.W. 50TH STREET
MIAMI, FLORIDA 33166

ARTICLE VI: OFFICERS

The initial President, Vice-President, Secretary and Treasurer of the Corporation are:

DIEGO CALERO, President, Treasury
MARIA DEL CARMEN SABOGAL, Vice-president
JAIME GARCIA, Secretary

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

MARIA DEL CARMEN SABOGAL
6905 N.W. 50TH STREET
MIAMI, FLORIDA 33166

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ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of

These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

Incorporation or any amendments thereto.

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
7th DAY OF MAY, 1998.


MARIA DEL CARMEN SABOGAL
Incorporator

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number
320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the 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:

The name of this corporation is: CALERO'S INVESTMENT, INC. .

The name and address of the Registered Agent and Registered Office is:

MARIA DEL CARMEN SABOGAL
6905 N.W. 50TH STREET
MIAMI, FLORIDA 33166

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 this 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.

DATED: May 7, 1998


MARIA DEL CARMEN SABOGAL

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