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Date JUNE 01/ 1998

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-06/05/98-01043-002
*****78.50 *****78.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

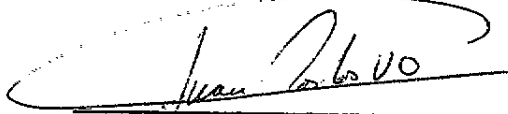
Re EL BARATAZO OUTLET, CORP., Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 78.50

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



JUAN C. VILLEGAS, PDI
(individual's name)

EL BARATAZO OUTLET, CORP.,
(name of corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN -5 PM 12:02

FILED

MAILING ADDRESS OF CORPORATION	
EL BARATAZO OUTLET CORP.,	
1654 SW 8th ST	
MIAMI FL 3135	
(305)	PHONE 649-6559

PN 6-8-98

ARTICLES OF INCORPORATION

of

EL BARATAZO OUTLET, CORP.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

EL BARATAZO OUTLET, CORP.,

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of 1.00 Dollar(s) (\$ 100.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	JUAN C. VILLEGAS		
ADDRESS	1654 SW 8th ST		
CITY	Miami	FLORIDA	ZIP 33135

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	JUAN C. VILLEGAS		
ADDRESS	1654 SW 8th St		
CITY	MIAMI,	STATE FL	ZIP 33135
NAME			
ADDRESS			
CITY		STATE	ZIP

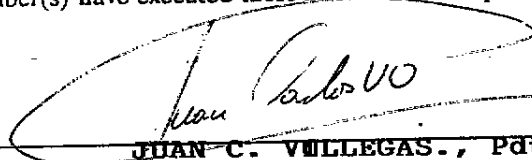
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	JUAN C. VILLEGAS		
ADDRESS	1654 SW 8th St		
CITY	MIAMI	STATE	FL. ZIP # 33135
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 01 day of JUNE, 19 98


 _____ (Seal)
JUAN C. VILLEGAS., Pdt
 _____ (Seal)
 _____ (Seal)

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

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

JUAN C. VILLEGAS

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this _____ day of _____, 19 _____.

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

El Baratazo Outlet, Corp.

(name of corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1654 SW 8th St

MIAMI, FL 33135

has named JUAN C. VILLEGAS

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.


(registered agent)
Juan C. Villegas.,