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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 |

*Handwritten initials and date: JLV 6-8-98*

ARTICLES OF INCORPORATION

of

**E1 BARATAZO OUTLET, CORP.**

(name of corporation)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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    | <b>JUAN C. VILLEGAS</b> |         |                  |
| ADDRESS | <b>1654 SW 8th ST</b>   |         |                  |
| CITY    | <b>Miami</b>            | FLORIDA | ZIP <b>33135</b> |

*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:

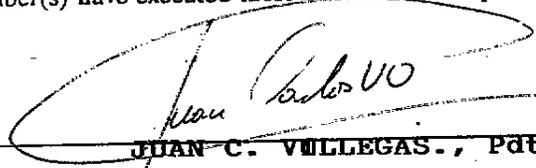
|         |                         |                 |                  |
|---------|-------------------------|-----------------|------------------|
| NAME    | <b>JUAN C. VILLEGAS</b> |                 |                  |
| ADDRESS | <b>1654 SW 8th St</b>   |                 |                  |
| CITY    | <b>MIAMI,</b>           | STATE <b>FL</b> | ZIP <b>33135</b> |
| NAME    |                         |                 |                  |
| ADDRESS |                         |                 |                  |
| CITY    |                         | STATE           | ZIP              |

**ARTICLE VII - INCORPORATORS**

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

|              |                         |              |   |
|--------------|-------------------------|--------------|---|
| NAME         | <b>JUAN C. VILLEGAS</b> |              |   |
| ADDRESS      | <b>1654 SW 8th St</b>   |              |   |
| CITY         | STATE                   | ZIP          | # |
| <b>MIAMI</b> | <b>FL.</b>              | <b>33135</b> |   |
| 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

**E1 Baratazo Outlet, Corp.**

*(name of corporation)*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

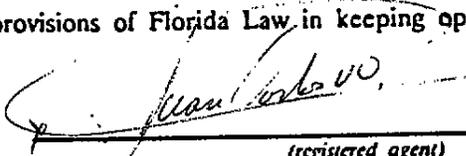
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

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.,