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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: A SOUTH ATLANTIC-PACIFIC CORP.

AUDIT NUMBER.....H98000010680

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

A SOUTH ATLANTIC-PACIFIC CORP.

THE UNDERSIGNED INCORPORATOR FOR THE PURPOSE OF FORMING A CORPORATION, UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION

I

THE NAME OF THE CORPORATION SHALL BE:

A SOUTH ATLANTIC-PACIFIC CORP.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE
945 NW 132RD AVE WEST MIAMI FL 33182

II

THE MAIN PURPOSE OF THIS CORPORATION IS: TO CONDUCT BUSSINESS AND IT MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

III

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 100 SHARES AT \$500.00 PAR VALUE.

IV

THE EXISTENCE OF THIS CORPORATION IS PERPETUAL.

V

THE NAME AND STREET ADDRESS OF THE INITIAL OFFICERS AND DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE UNTIL THEIR SUCESSORS ARE ELECTED, ARE:

MARIA A LEINBERGER
945 NW 132 AVE WEST
MIAMI FL 33182

PRESIDENT

WALTER J LEINBERGER
945 NW 132 AVE WEST
MIAMI FL 33182

TREASURER

Doc prepared by
Teresa Taborda
10240 SW 56th St STE 115, Miami Fl 33156
(305) 598-5354

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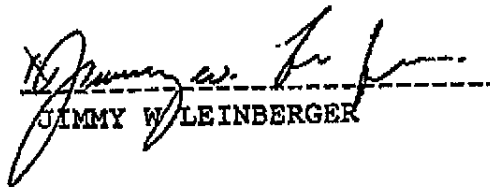
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JIMMY W LEINBERGER
945 NW 132 AVE WEST
MIAMI FL 33182

THE NAME AND STREET ADDRESS OF THE INCORPORATOR OF THESE ARTICLES
OF INCORPORATION IS:

JIMMY W LEINBERGER
945 NW 132 AVE WEST
MIAMI FL 33182

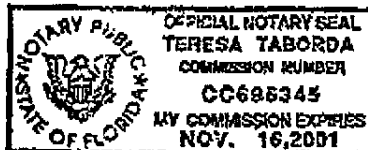
IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED
THESE ARTICLES OF INCORPORATION THIS 6TH DAY OF JUNE 1998


JIMMY W LEINBERGER

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO BEFORE ME
THIS 6TH DAY OF JUNE 1998 BY JIMMY W LEINBERGER OF A SOUTH
ATLANTIC-PACIFIC CORP.





TERESA TABORDA
NOTARY PUBLIC, STATE OF FLORIDA.
COMMISSION NO CC 696345
MY COMMISSION EXP. NOV. 16, 2001

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CERTIFICATE DESIGNATING
REGISTERED AGENT/ REGISTERED OFFICE

PERSUANT TO THE PROVISION OF SECTION 607.325, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION UNDER THE LAW OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTER AGENT, IN THE STATE OF FLORIDA.

THE NAME OF THE CORPORATION IS:

A SOUTH ATLANTIC-PACIFIC CORP.

THE NAME AND ADDRESS OF THE REGISTER AGENT IS:

MARIA A LEINBERGER
945 NW 132 AVE WEST
MIAMI FL 33182

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MARIA A LEINBERGER
PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES
AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



MARIA A LEINBERGER

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