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FILED

VICTOR H. VALDES
21445 N.E. 19 COURT
MIAMI FL 33179

98 JUN 11 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 5, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Tel.: 904-487-6052

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-06/12/98--01002--012
****122.50 ****122.50

Subject: Florida Profit Corporation Basic Fees - PARADISE HARDWARE STORE, INC.

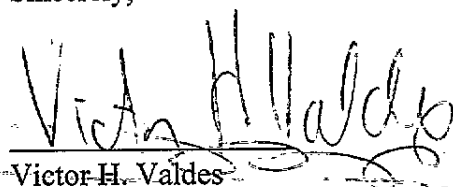
Dear Sir or Madam:

I am enclosing Articles of Incorporation for the above named business entity, for the purpose of filing this corporation with the State of Florida, as required by law.

Please issue this Charter and its corresponding Document Number at your earliest convenience.

Also enclosed, please find check in the amount of \$122.50 (ONE HUNDRED TWENTY TWO 50/100 DOLLARS) covering the fees for filing, and the fees for a Certified Copy.

Sincerely,


Victor H. Valdes

enclosures.-

P. Hall

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**ARTICLES OF INCORPORATION
OF
PARADISE HARDWARE STORE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, have executed the following document as incorporators of the above named corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I
NAME AND PLACE OF BUSINESS**

The name of this corporation shall be:

PARADISE HARDWARE STORE, INC.

The principal place of business of this corporation shall be:

11510 Biscayne Blvd., Miami, FL 33181

**ARTICLE II
TERM OF EXISTENCE**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;
To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;
To make donations for the public welfare or for charitable, scientific, or educational purposes;
To transact any lawful business which the board of directors shall find will be in aid of governmental policy;
To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;
To have and exercise all powers necessary of convenience to effect its purposes;
To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is the total sum of:

100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V REGISTERED AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Address: 21445 NE 19 Court, Miami, FL 33179

Name: Victor H. Valdes

ARTICLE VI OFFICERS - DIRECTORS

The initial Board of Directors shall consist of a total of (6) six persons, and the names and addresses of these individuals who are to serve as initial directors are:

Name: Victor H. Valdes S.S. No. 590-74-1392
Title: President
Address: 21445 NE 19 Court, Miami, FL 33179
Shareholder's Percentage of Stock Ownership: 16.70 %

Name: Alejandro Valdes S.S. No. 591-31-3542
Title: Secretary
Address: 1566 NE 175 Street, North Miami Beach, FL 33162
Shareholder's Percentage of Stock Ownership: 16.66 %

Name: William Valdes S.S. No. 593-57-2583
Title: Treasurer
Address: 1714 NE 175 Street, North Miami Beach, FL 33162
Shareholder's Percentage of Stock Ownership: 16.66 %

Name: Eduardo U. Valdes S.S. No. 162-64-8730
Title: Vice-President
Address: 1571 NE 175 Street, North Miami Beach, FL 33162
Shareholder's Percentage of Stock Ownership: 16.66 %

Name: Pedro Valdes S.S. No. 595-59-9251
Title: Vice-President
Address: 16701 NE 21 Ave., Apt. #307, No. Miami Beach, FL 33162
Shareholder's Percentage of Stock Ownership: 16.66 %

Name: Victor H. Valdes, Sr. S.S. No. 593-90-8880
Address: 16701 NE 21 Ave., Apt. #104, No. Miami Beach, FL 33162
Shareholder's Percentage of Stock Ownership: 16.66 %

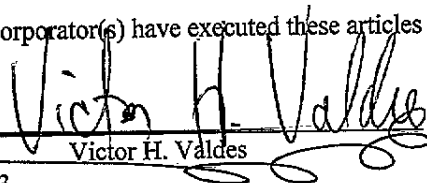
ARTICLE VII INCORPORATORS

The name and address of the incorporator(s) executing this document are(is):

Name: Victor H. Valdes
Address: 21445 NE 19 Court, Miami, FL 33179

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these articles of incorporation this 6 day of June, 1998.

Signatures of Incorporator(s):


Victor H. Valdes

STATE OF FLORIDA)

COUNTY OF DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Victor H. Valdes, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 10 day of June, 1998.



LAI PING ENG
Comm. No. CC 711142
My Comm. Exp. Jan. 26, 2002
Florida Insurance Schard Ins. Agcy.

Lai Ping Eng
NOTARY PUBLIC, STATE OF FLORIDA

PARADISE HARDWARE STORE, INC.

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

Pursuant to the requirements of Section 607.034 and 607.325, Florida Statutes, the following is submitted, in compliance with said Act:

That PARADISE HARDWARE STORE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade State of Florida, has named Victor H. Valdes located at 21445 NE 19 Court, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By Victor H. Valdes
Victor H. Valdes

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me by
Victor H. Valdes, personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the state and county aforesaid, this 6 day of June, 1998.



LAI PING ENG
Comm. No. CG 711142
My Comm. Exp. Jan. 26, 2002
Bonded thru Richard Ina, Agey.

Lai Ping Eng
NOTARY PUBLIC, STATE OF FLORIDA