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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: P & R IMPORT/EXPORT, INC.

AUDIT NUMBER.....H98000014116

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

P & R IMPORT/EXPORT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name and Address:

The name of the Corporation shall be

P & R IMPORT/EXPORT, INC.

The address of the initial principal office of this corporation shall be 341 NW 170th Street, North Miami Beach, FL 33169 and the mailing address shall be the same.

ARTICLE II - Nature of Business:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III - Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 per share, par value.

ARTICLE IV - Registered Agent:

The Street Address of the initial registered office of the corporation shall be 3284 North State Road 7, Lauderdale Lakes, Florida 33319, and the name of the initial registered agent of the corporation at that address shall be Joseph K. Nofil, C.P.A., P.A.

Prepared by:

Joseph K. Nofil, C.P.A., P.A.  
3284 North State Road 7  
Lauderdale Lakes, FL 33319

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ARTICLE V - Term of Existence:

The corporation is to exist perpetually.

ARTICLE VI - Officers and Directors:

This corporation shall have two officers and two directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Bede Kurt Salazar  
341 NW 170th Street  
North Miami Beach, FL 33169

President  
Treasurer

Pamela Raphael  
341 NW 170th Street  
North Miami Beach, FL 33169

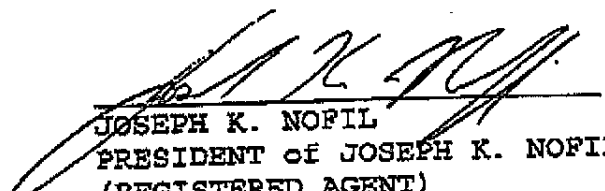
Vice President  
Secretary

ARTICLE VII - Incorporator:

The name and street address of the incorporator to these Articles of Incorporation is:

Joseph K. Nofil, C.P.A., P.A.  
3284 North State Road 7  
Lauderdale Lakes, FL 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, on this 30th day of July, 1998.

  
JOSEPH K. NOFIL  
PRESIDENT of JOSEPH K. NOFIL, C.P.A., P.A.  
(REGISTERED AGENT)

Prepared by:  
Joseph K. Nofil, C.P.A., P.A.  
3284 North State Road 7

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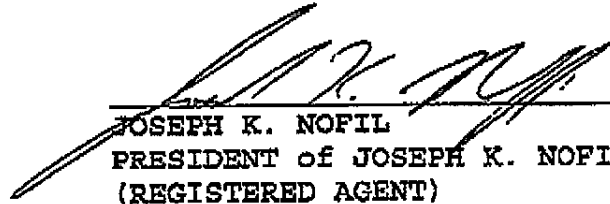
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ARTICLE VIII - Code Section 1244 Stock

All stock issued by this corporation shall be deemed to be "small business stock" as defined by Internal Revenue Code Section 1244.

ARTICLE IX - Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

  
JOSEPH K. NOFIL  
PRESIDENT of JOSEPH K. NOFIL, C.P.A., P.A.  
(REGISTERED AGENT)

Prepared by:

Joseph K. Nofil, C.P.A., P.A.  
3284 North State Road 7  
Lauderdale Lakes, FL 33319

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

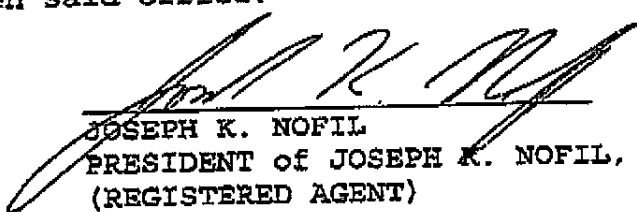
In pursuance of Chapter 607.34 Florida Statutes, the  
following is submitted, in compliance with said Act:

First That P & R IMPORT/EXPORT, INC.

desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation at the City of North Miami Beach, County of  
Dade, State of Florida has named Joseph K. Nofil, C.P.A.,  
P.A., located at 3284 North State Road 7, City of Lauderdale  
Lakes, City of Broward, 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.

  
JOSEPH K. NOFIL  
PRESIDENT of JOSEPH K. NOFIL, C.P.A., P.A.  
(REGISTERED AGENT)

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Prepared by:  
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