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H & C ACCOUNTING SERVICE

12930 SW 49th Terrace
Miami, Florida 33175

Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

FILED
98 SEP -4 PM 2:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: ARTICLES OF INCORPORATION OF NEW ENTERPRISES;

Gentlemen:

Hereby please find enclosed the articles of incorporation for the corporation organized for profit, name GLOLUCA ENTERPRISES, INC.

We are requesting from you to return it once approved directly to H&C ACCOUNTING SERVICE, 12930 SW 49TH. Terrace, Miami, Florida 33175.

We are attaching our check in the amount of \$ 122.57 cover the fees for the new Corporation.

Thanking you in advance, for your prompt attention to this matter.

Sincerely yours,
H&C ACCOUNTING SERVICE

CARIDAD M. DIAZ
Accountant

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-09/04/98--01090--015
****122.57 ****122.57

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CERTIFICATE OF INCORPORATION
OF
GLOLUCA ENTERPRISES, INC.

We, the undersigned, hereby ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, right, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation")

GLOLUCA ENTERPRISES, INC.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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ARTICLE II

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

ARTICLE III

The stock of this Corporation shall be divided into ONE HUNDRED SHARES (100), shares of stock of the value of FIVE DOLLARS (\$ 5.00), all of one class, namely, Common Stock. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than FIVE HUNDRED DOLLARS (\$ 500.00)

ARTICLE V

The place and address of the initial principal business of the Corporation shall be at 13355 SW 42TH STREET, MIAMI, FLORIDA 33175

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

This Corporation shall have TWO (2) Directors, the number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the Bylaws, but shall never be less than (1)

ARTICLE VIII

The name and post office addresses of the Board of Directors for the first year, or until their successors are chosen, shall be:

GLORIA CALLE
3569 LOQUAT AVE.
MIAMI, FLORIDA 33133

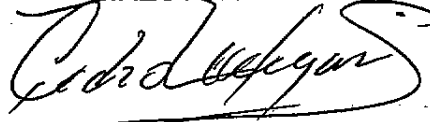
DIRECTOR - PRESIDENT - SECRETARY

Gloria Lucia Calle

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PEDRO R ANDUJAR
3569 LOQUAT AVE.
MIAMI, FLORIDA 33135

DIRECTOR -VICE-PRESIDENT-TREASURER



ARTICLE IX

The name and post office addresses and the number of shares of stock are:

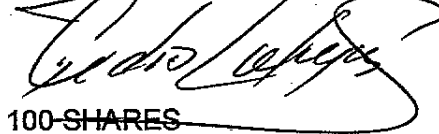
GLORIA CALLE
3569 LOQUAT AVE.
MIAMI, FLORIDA 33133

70 SHARES



PEDRO R ANDUJAR
3569 LOQUAT AVE.
MIAMI, FLORIDA 33133

30 SHARES



TOTAL SHARES

100-SHARES

ARTICLE X

REGISTERED AGENT

Registered Agent should be LAURA MONTROYA, and his principal office at 3569 LOQUAT AVE. MIAMI, FLORIDA 33133.

ARTICLE XI

This Corporation shall indemnify and hold each person who shall serve at any time hereafter as a director or officer of the Corporation, from and against and all claims and liabilities to which such person shall become subject by reason of his having therefore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with claims or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein

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contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be effected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such member thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, but may not vote to authorize any such contract or transaction.

ARTICLE XII

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XIII

The shareholders, by a vote of a majority of the outstanding shares entitled to vote, may alter, amend, or repeal these Bylaws.

ARTICLE XIV

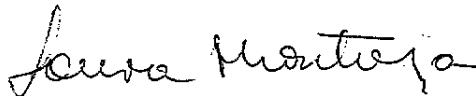
This Corporation shall have all power necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act. All corporation powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors except as otherwise reserved by the shareholders herein.

ARTICLE XV

These Articles of Incorporation may be amended in the manner provided by law.

ACKNOWLEDGEMENT

Having been named to accept service of process for GLOLUCA ENTERPRISES, INC., at the place designated in this articles, I hereby accept to act in this capacity, and agree to comply with the provisions performance of my duties.



LAURA MONTOYA
Registered Agent

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledged to be filed in the office of the Secretary of State, the foregoing Certificate of Incorporation, this 25 days of AUGUST, 1998.



GLORIA CALLE
Incorporator

FILED
98 SEP -14 PM 2:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COUNTY OF DADE

SS:

STATE OF FLORIDA

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared: GLORIA CALLE and severally acknowledged before me that they signed the foregoing Certificate Of Incorporation for the purposes therein expressed.

WITNESS my hand official seal at the City of Miami, County of Dade, State of Florida, this 25 days of August, 1998.

