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FLORIDA PROFIT CORPORATION OR P.A.

the warehouse center, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

2/13/99  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 3, 1999

EMPIRE

SUBJECT: THE WAREHOUSE CENTER, INC.  
REF: W99000002692

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article ARTICLE VII states there will be 3 director(s), whereas 0 is/are listed.

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Neysa Culligan  
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FAX And. #: 899000002686  
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**ARTICLES OF INCORPORATION  
OF  
THE WAREHOUSE CENTER, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is **THE WAREHOUSE CENTER, INC.**

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be on the date of filing of these Articles of Incorporation by the Department of State.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1500 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

Prepared by: **VILA, PADRON & CARRILLO**  
Carlos E. Padron (Fla. Bar #866997)  
338 Minorca Ave.  
Coral Gables, Fl. 33134  
(305) 461-4888

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2264 N.W. 94th Avenue Miami, Florida 33172, and the name of the initial registered agent of this corporation at that address is Santiago Morejon.

ARTICLE VI

PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be: 2264 N.W. 94th Avenue Miami, Florida 33172.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time as provided for in the by-laws, but shall never be less than one. See Exhibit "A" attached hereto naming the Directors and their addresses.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of Feb., 1999.

Santiago Morejon  
Santiago Morejon, Incorporator

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CERTIFICATE OF REGISTERED AGENT  
OF  
THE WAREHOUSE CENTER, INC.

Pursuant to Section 607.0501 and 607.0505 of the Florida Statutes, the following is submitted, in compliance therewith:

That THE WAREHOUSE CENTER, INC., desiring to organize under the laws of the State of Florida, has named Santiago Morejon, County of Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, including the obligations provided in Florida Statutes Section 607.0505.

Dated this 2 day of Feb, 1999.

By: Santiago Morejon  
Santiago Morejon

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EXHIBIT "A"

The names and addresses of the initial Directors are:

Santiago Morejon	2264 N.W. 94th Avenue Miami, Florida 33172
Juan R. Leal	2264 N.W. 94th Avenue Miami, Florida 33172
Mario Brignoni	2264 N.W. 94th Avenue Miami, Florida 33172

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