

P9900000/3023

*CORRECTING
Principal office

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To:

Division of Corporations
 Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
 Account Number : 072450003255
 Phone : (305) 541-3694
 Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

CESAR KING CORPORATION

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

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ARTICLES OF INCORPORATION

OF

CESAR KING CORPORATION.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: CESAR KING CORPORATION

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL Principal Office.

The Registered Agent and the street address of the Initial Principal Office of this Corporation in the State of Florida shall be:

Mr. Osvaldo D. Cesar
5055 Collins Avenue, No. 9-B
Miami Beach, Florida 33140

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Sergio J. Guzman
Attorney at Law
1105 S.W. 87 Avenue
Miami, Florida 33144
(305) 262-6696
FB # 726826

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ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have no director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

NONE

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Mr. Osvaldo D. Cesar
5055 Collins Avenue, No. 9-B
Miami Beach, Florida 33140

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 1 day of February, 1999, in Dade County, Florida.

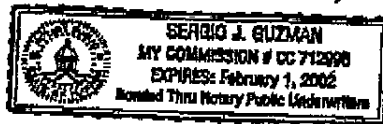

Osvaldo D. Cesar

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Osvaldo D. Cesar to me known to be the person described as Incorporator or who produced the following form of identification: DRIVER'S LICENSE and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 1 day of February, 1999.



[Signature]
Sergio J. Guzman,
Notary Public
State of Florida at Large

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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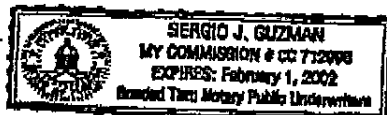
ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

HAVING been named to accept service of process for CESAR KING CORPORATION, at 5055 Collins Avenue, No., 9-B, Miami Beach, Florida 33140, the undersigned agrees to comply with provisions of Florida law relative to keeping the designated office open.

[Signature]
Osvaldo D. Cesar
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Osvaldo D. Cesar, to me known to be the person described in the above Acknowledgment and Acceptance of Registered Agent, and acknowledged before me that he subscribed to the same document on this 1 day of February, 1999.



[Signature]
Sergio J. Guzman,
Notary Public for the
State of Florida at Large

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