

LAW OFFICES OF
WARREN JACOBS
7600 RED ROAD • SUITE 229
MIAMI, FLORIDA 33143-5424

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P9900002/434

March 2, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002794571--5
-03/04/99-01066--008
*****70.00 *****70.00

Re: **FLAMINGO MALL CORP.**

Gentlemen:

Please find enclosed herein an original and copy of the Articles of Incorporation of **FLAMINGO MALL CORP.** I have further enclosed my office check in the amount of \$70.00 and a self/addressed-stamped envelope for your convenience in forwarding the Certificate of Incorporation to the undersigned.

Thank you for your cooperation.

Sincerely,

WARREN JACOBS
WJ/g
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FLAMINGO MALL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby present these Articles of Incorporation for formation of a body corporate under the laws of the State of Florida, under and by virtue of the following:

ARTICLE I

The name of this corporation shall be: FLAMINGO MALL CORP.

ARTICLE II

The general nature of the business and the object proposed to be transacted and carried on, are to do any and all things herein mentioned viz: To engage in electronic commerce via Internet and to engage in all lawful business enterprises.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposed enumerated in these Articles of Incorporation, or any amendments thereto necessary or incidental to the protection and benefit of the corporation and in general, either alone or in association with other firms, corporations or individual, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the furtherance of such purposes or object of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumerations of specific purposes shall not be held to limit or restrict in any manner the purposes of

this corporation otherwise permitted by law, that is, this corporation shall be able to exercise any power and authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes.

ARTICLE III

The number of stocks that this corporation will issue is One Hundred (100) shares of common stock having a nominal or par value of One (\$1.00) Dollar per share, all of one class. Any and all such shares issued and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and the holder of such share shall not be liable for any further call or assessment of any other payment thereon.

ARTICLE IV

The existence of this corporation shall be perpetual. The corporation shall have the power to deny to the holders of the common stock of this corporation, any preemptive right to purchase or subscribe to any new issue or any type of stock of this corporation and no shareholder shall have any preemptive right to subscribe to any such stock.

The Board of Directors shall have the general management and control of this corporation's business and may exercise the powers of the corporation except such as may be by Statute or Articles of Incorporation or amendments thereto, or by the by-laws executed from time to time.

The Directors may without the assent or vote of the stockholders, authorize and issue obligations for this corporation secured or unsecured and include therein, such provisions as to redeemability, convertibility or otherwise as they, in their sole discretion may determine and the Board of Directors may authorize mortgaging or pledging as security therefore any property of the corporation real or personal, including thereafter acquired property.

This corporation shall have officers as may from time to time be provided by the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed therein, or as may be determined from time to time by the Board of Directors, subject to the by-laws.

ARTICLE V

This corporations shall have two (2) directors. The number of directors may change from time to time, by the by-laws adopted by the stockholders.

ARTICLE VI

The principal place of business of this corporation shall be: 754 N.W. 129th Court, Miami, Florida 33182.

The name and address of the members of the first Board of Director and subscribers to this Certificate of Incorporation and the number of shares of stock which each agree to take and the sums subscribed and paid for are as follows:

Carlos Diaz
754 N.W. 129th Court
Miami, Florida 33182
President

50 shares=\$50.00..

Nery J. Nieto-Diaz
754 N.W. 129th Court
Miami, Florida 33182
50 shares=\$50.00
Vice-President/Secretary/Treasurer

ARTICLE VIII

The Registered agent for this corporation shall be: Warren Jacobs, Esq., 7600 Red Road, Suite 229, Miami FL 33143.

IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation on this 2nd day of March, 1999.

Carlos Diaz
Carlos Diaz

Nery J. Nieto-Diaz
Nery J. Nieto-Diaz

STATE OF FLORIDA)

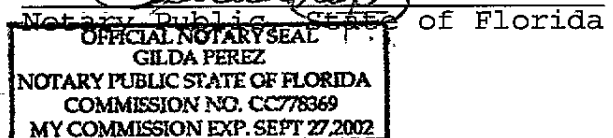
SS:

COUNTY OF DADE)

BEFORE ME, personally appeared CARLOS DIAZ AND NERY J. NIETO-DIAZ who after being first duly sworn depose(s) and say(s) that he/she/they executed the foregoing and that the facts contained therein are true and correct to the best of his/her/their knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 2nd day of March, 1999. Affiant is/are (4) personally known to me or () has/have produced _____, as identification and did /did not take an oath.

My Commission Expires: _____



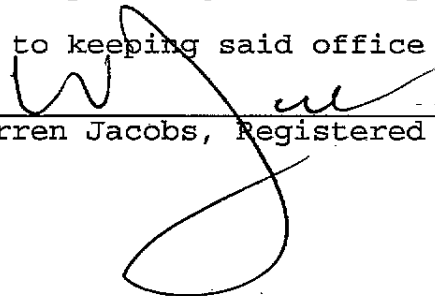
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
IN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.901 Florida Statutes, the following is submitted in compliance with said Act: **FLAMINGO MALL CORP.**, desiring

to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Warren Jacobs, located at 7600 Red Road #229, Miami FL 33143 as its agent to accept service within this State.

ACKNOWLEDGMENT

Having been named Agent 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 provisions of said Act, relative to keeping said office open.

BY: 
Warren Jacobs, Registered Agent

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA