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March 29, 1998

Division of Corporations
Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: BUENO INTERNATIONAL DESIGNS, INC.

Dear Sir:

In accordance with my understanding of the requirements to charter the above referenced corporation in the state of Florida, I submit the following enclosed documents:

1. Articles of Incorporation of BUENO INTERNATIONAL DESINGS, INC.
2. A check drawn in the amount of \$78.75, payable to the Secretary of State. This amount is intended to meet the fees required as follows:

a.) Filing Fee	\$35.00
b.) Designation of Registered Agent	\$35.00
c.) Certified Copy of Articles	<u>\$ 8.75</u>
	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -2 AM 11:23

I trust you will find the enclosed to be in order. Thank you for your prompt attention to this matter. If additional information is required, please contact me.

Respectfully,



Colleen McHugh Bueno
39 S.E. 11th Street
Crystal River, FL 34429

EFFECTIVE DATE
3-30-99

#352-563-5177

4-7
405

EFFECTIVE DATE

3-30-99

ARTICLES OF INCORPORATION
BUENO INTERNATIONAL DESIGNS, INC.

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DIVISION OF CORPORATIONS
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The undersigned for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

NAME

Section 1.1. Name. The name of the corporation is BUENO INTERNATIONAL DESIGNS, INC.

Article II

DURATION

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within ten days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

PURPOSES

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any lawful act or activity for which corporations may be organized under the laws of the State of Florida. The general nature of the business to be transacted by this corporation is: to manufacture, transfer, sell, or otherwise dispose of, and to invest in, trade in, deal in, consult for, and with goods, wares merchandise, real and personal property and services of every kind, class and description.

Article IV

CAPITAL STOCK

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

Section 4.2. Restrictions on Transfer of Stock. Shareholders must first offer shares to the corporation or other existing shareholders prior to offering shares to other prospective purchasers.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Section 4.4. Preemptive Rights. Shareholders shall have no preemptive rights.

Section 4.5. Cumulative Voting. Cumulative voting shall not be permitted.

Article V
INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

Section 5.1. Office. The registered office and the principal office of the corporation in Florida shall be the same. The physical address of this office shall initially be 39 S.E. 11th Street, Crystal River, FL 34429.

Section 5.2. Name. The name of the corporation's initial Registered Agent is Colleen McHugh Bueno.

Article VI
THE BOARD OF DIRECTORS

Section 6.1. Number. This corporation shall have 1 directors initially. The number of directors may be increased or decreased from time to time, determined by a majority vote of the directors then in office, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the members of the first Board of Directors of the corporation is:

Name
Colleen McHugh Bueno

Street Address
39 S.E. 11th Street
Crystal River, FL 34429

Article VII
INDEMNIFICATION

Section 7.1. Indemnification. To the full extent permitted by the laws of the State of Florida, the corporation shall have the power to indemnify any past or present director, officer or employee who has been made or who is threatened to be made a party to, witness in, or participant in any civil or criminal law suit or any administrative, arbitral, legislative or investigative proceedings by reason of the fact that the person is a director, officer or employee of the corporation.

Article VIII
BYLAWS


Section 8.1. Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

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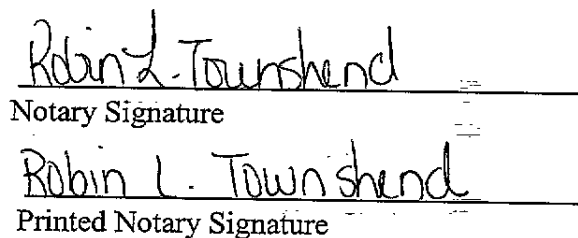
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Colleen McHugh Bueno

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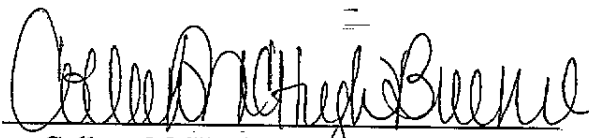


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CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN FLORIDA

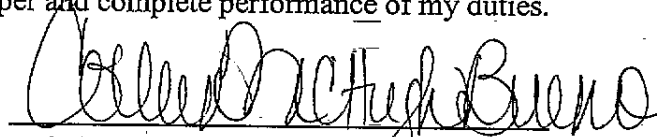
In compliance with Florida Statute 48.091, the following is submitted:

BUENO INTERNATIONAL DESIGNS, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Colleen McHugh Bueno, as registered agent to accept services of process within the State of Florida and the address of its registered office shall be 39 S.E. 11th Street, Crystal River, FL 34429.


Colleen McHugh Bueno

Date: March 30, 1999

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Colleen McHugh Bueno

Date: March 30, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -2 AM 11:23