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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

partners warehouse, inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
PARTNERS WAREHOUSE, 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 **PARTNERS WAREHOUSE, 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 1000 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, P.A.
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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

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Santiago Morejon, 2264 N.W. 94th Avenue, Miami, Florida 33172.

ARTICLE VIII

The names of the initial Directors and their addresses, who shall hold office the first day of the corporation's existence until their successors are elected, 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

ARTICLE IX

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

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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 1st day of May, 1999.


SANTIAGO MOREJON, Incorporator

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CERTIFICATE OF REGISTERED AGENT
OF
PARTNERS WAREHOUSE, INC.

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

That PARTNERS WAREHOUSE, INC., desiring to organize under the laws of the State of Florida, has named Santiago Morejon, County of Miami-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 19 day of May, 1999.

By: _____

SANTIAGO MOREJON

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