OFFI (Requestor's Name) 3320 S.W. 87th AVENUE (Address)

MIAMI, FLORIDA (305)552-5973 (City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VARLYS, INC.	. 7AS 9	
2. Corporation Name)	(Document #)	
3. a a a a a a a a a a a a a a a a a a a	SSE	
4. ## ## ### ##########################	(Document #) FLOT	
Carporation Name)	(Document #)	
Walk in Pick up time 2,00	Certified Copy	
Mail out Will wait Photocopy	Certificate of Status	

	NEW FILINGS		
	\times	Profit	
1		NonProfit	
		Limited Liability	
		Domestication	
		Other	

 AMENDMENTS		
Amendment		
Resignation of R.A., Officer/Director		
Change of Registered Agent		
Dissolution/Withdrawal		
Merger		

OTHER FILINGS		
	Annual Report	
	Fictitious Name	
	Name Reservation	

REGISTRATION/ QUALIFICATION
 Foreign -
Limited Partnership
Reinstatement
Trademark
Other

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

Examiner's Initials

ARTICLES OF INCORPORATION

99 HAY 27 PH 1: 67
SECRETARY OF STATE
ALLAHASSEE FLOREDA

The Undersigned, acting as incorporator of a corporation, under the Florida General Corporation adopts the following Articles of Incorporation of such Corporation.

ARTICLE I

The name of the Corporation is YARLY'S, INC.

ARTICLE II

The date of commencement of corporation existence is the 27 day of MAY 1999, and the period of its duration is perpetual.

ARTICLE III

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the Untied States and the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue 100 shares, all in one class \$1.00 value.

ARTICLE V

The Address of its Registered Office is 2734 W.DAVIE BLVD. FT. LAUDERDALE, FL 33312. This is the Principal Office of the Corporation, and the name of its initial Registered Agent (s) (is) (are) GUILLERMO MARIN.

ARTICLE VI

The number of Director (s) constituting its initial Board of Directors (is) (are) TWO (which) (whose) name (s) (is) (are) GUILLERMO MARIN AND MARLENE MARIN.

ARTICLE VII

The name and address of the incorporator (s) (is) (are) RES. GUILLERMO MARIN 2734 W.DAVIE BLVD. FT. LAUDERDALE, FL. 33312 - SECRETARY MARLENE MARIN 2734 W. DAVIE BLVD. FT. LAUDERDALE, FL. 33312.

ARTICLE IX

Preemptive Rights shall be as follows: subject to the restrictions of the Florida General Corporation Act., the holders of the common stock of this corporation shall have preemptive rights to purchase at price, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money or any property, or services from time to time, in addition to that stock authorized (and issued) by the Corporation.

The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the Holder to all shares of common stock currently authorized and issued.

DATED THIS 17 day of MAY 1999.

X GUILLERMO MARIN	X	
x Mill	Χ	
Signatuje	Signature	15
XMARLENÉ MARIN	X	•
X NOTE OF THE REAL PROPERTY OF THE PERTY OF	X	
Signature	Signature	
X	X	-
X	X	
Signature	Signature	

STATE OF FLORIDA] S.S. COUNTY OF DADE]

BEFORE ME, The Undersigned authority, personally appeared GUILLERMO & MARLENE MARIN. Who (is) Whose (are) to me well (known) to be the Person (s) described in and (who) (whose) to the above Articles of Incorporation, and (he) (they) (she) did freely and voluntarily acknowledged before me according or according us to law that (he) (they) (she) made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF (I) (We) have hereunto set (my) (our) and (a) and (my) (our) official seal, at Miami Dade, County Florida this 17 day of MAY 1999.

ANA M. CONDIS MY COMMISSION # CC 764499 EXPIRES: September 11, 2002

Bonded Thru Notary Public Underwriters

And Cardo

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE: NAMING AGENT UPON PROCESS MAY BE SERVED: In pursuance of Chapter 48.091 Florida Statutes, the following if submitted in compliance with said Act.

First YARLY'S, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of MIAMI County of Dade, State of Florida, has named GUILLERMO MARIN, located at 2734 W.DAVIE BLVD. FT. LAUDERDALE, FL. 33312 as its Agent to accept services of process within this State ACKNOWLEDGEMENT: Having been named to accept, services of process for the above State Corporation, at place designated in this Certificate: (I) (We) hereby accept, to act, in this capacity and agreed to comply with the provisions of said Act., relative to keeping open Said Office.

RESIDENT AGENT

GUILLERMO MARIN

99MAY 27 PH 1: 07
SECRETARY OF STATE
TALLAHASSEE FLORING