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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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## FLORIDA PROFIT CORPORATION OR P.A.

REHILL

~~COMMERCIAL~~ IMPORT & EXPORT CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	05
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 10, 1999

EMPIRE

SUBJECT: REHILL IMPORT & EXPORT CORPORATION  
REF: W99000013075

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ARTICLES OF INCORPORATION  
OF

REHILL IMPORT & EXPORT CORPORATION

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:  
REHILL IMPORT & EXPORT CORPORATION

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage in the transaction of Import and Export of general merchandise, and all other lawful activities of business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at anyone time is: Five Hundred Shares at One Dollar Value, each.

ARTICLE V

This corporation shall begin business with no less than Five Hundred Dollar (\$500.00).

ARTICLE VI

The post office address of the principal office of this corporation shall be: 3165 S.W. 25 Street, Miami, Fla. 33133.

Prepared By:  
Jose C. Jimenez, B.B.A. (Accountant)  
454 N.W. 22nd Avenue, Suite 209  
Miami, Florida 33125. Tel. 305-541-4714

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ARTICLE VII

The name and address of the initial Registered Office of --  
this corporation in the State of Florida is:

Reinaldo Hill  
3165 S.W. 25 Street  
Miami, Florida 33133

ARTICLE VIII

The business of the corporation shall be managed by a Board  
of Directors. The number of Directors, no less than one, no  
more than five and shall be fixed by resolution of the ----  
stockholders at regular or special meetings, subject to the  
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board  
of Directors who shall serve as members thereof, are as ----  
follows:

NAME	OFFICE	ADDRESS
Reinaldo Hill	President and Secretary	3165 S.W. 25 Street Miami, Florida 33133

ARTICLE X

Distribution to incorporators is as follows:

Reinaldo Hill	500 Shares	\$ 500.00 Value
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ARTICLE XI

Each stockholder before offering to sell or otherwise dispose  
of the stock of this corporation, owned by him first offer --  
such stock to the remaining stockholders of this corporation  
and obtaining their refusal to purchase same, proceed to sell  
at the fair market value thereof.

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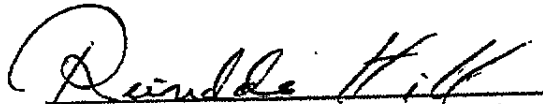
ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this -- Articles of Incorporation. Shall have all the general and --- additional powers now conferred upon it by the laws and the -- by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 21st Day of May 1999.


  
Reinaldo Hill - Incorporator

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

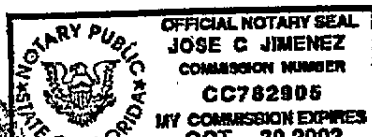
Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared ---  
REINALDO HILL -----

who after first being duly sworn, executed the foregoing ---  
ARTICLES OF INCORPORATION, freely and voluntarily for the ---  
purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official -  
seal at Miami, said County and State, this 21st Day of May  
1999.

  
NOTARY PUBLIC, State of Florida at  
large.

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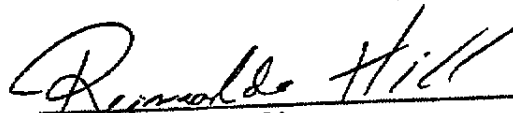
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REHILL  
 CERTIFICATE OF DESIGNATION  
 REGISTERED AGENT=REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida --  
 Statutes, the undersigned corporation, organized under the  
 laws of the State of Florida, submits the following ----  
 statement in designating the registered office/registered  
 agent in the State of Florida.

The name of the Corporation is **REHILL . IMPORT & EXPORT**  
 CORPORATION.

The name and address of the Registered Agent and office is  
 Reinaldo Hill, 3165 S.W. 25th Street, Miami, Fla. 33153.

  
 Corporate Officer

Title: President


Dated: May 21st, 1999.

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Having been named to accept service of process for the above  
 stated corporation, at the place designated in this certifi-  
 cate, I hereby agree to act in this capacity, and further --  
 agree, to comply with the provisions of all statutes relative  
 to the proper and complete performance of my duties; and ---  
 accept the duties and obligations of section 607.325,, Flori-  
 da Statutes.

  
 Reinaldo Hill, Registered Agent,  
 accepting office.

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