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June 16, 1999

Katherine Harris
Division of Corporations
Secretary of State
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-06/21/99--01159--018
****122.50 ****78.75

Dear Mrs. Harris:

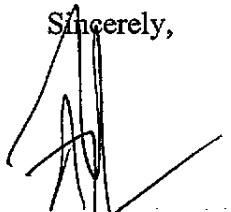
Enclosed please find our check number 145 for \$122.50; which includes a request for a certified copy of the articles of incorporation.

Enclosed please find a copy of the articles of Incorporation. Please, return it to me with the filing date stamped on it.

If I can do of any help, please do not hesitate to contact me at your earliest convenience at (305) 443-2829.

I thank you in advance for your attention to this matter.

Sincerely,


Alejandro Zajac
Registered Agent
3750 W Flagler Street
Miami, FL 33134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of Goodwill Imports, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

Article I Name

The name of the corporation shall be Goodwill Imports, Inc.

Article II Principal Office

The **principal place of business** of this corporation shall be:

Goodwill Imports, Inc.
19370 Collins Ave
Suite # 1708
Sunny Isles Beach, FL 33160

The **mailing address** of this corporation shall be:

Goodwill Imports, Inc.
19370 Collins Ave
Suite # 1708
Sunny Isles Beach, FL 33160

Article III Nature of Business

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV Shares

The corporation shall have the authority to issue Two Hundred (200) shares of COMMON STOCK, in one class only, each with a par value of One Dollar (\$1.00)

Article V Term of Existence

This corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

Article VI
Initial Registered Agent and Street Address

The name and address of the initial registered agent of the corporation is

ALEJANDRO ZAJAC
3750 W Flagler Street
MIAMI, FL 33134.

Prepared by: ALEJANDRO ZAJAC
3750 W Flagler Street
MIAMI, FL 33134

Article VII
Board of Directors

The initial Board of Directors shall have two (2) members. The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one. The names and street addresses of the directors to these Articles of Incorporation are:

Mariano J. Zelerteins	19370 Collins Ave Suite # 1708 Sunny Isles Beach, Fl 33160	President and Treasurer
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Jorge Zelerteins	19370 Collins Ave Suite # 1708 Sunny Isles Beach, Fl 33160	Secretary
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Article VIII
Incorporators

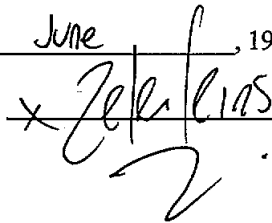
The name and address of the incorporator of this corporation is:

Mariano J. Zelerteins
19370 Collins Ave. Suite # 1708
Sunny Isles Beach, Fl 33160

The undersigned incorporator has executed these Articles of Incorporation this

16 day of June, 19 99.

Signature of
Incorporator



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:

GOODWILL IMPORTS, INC.

The name and address of the registered agent and office is:

ALEJANDRO ZAJAC
3750 W FLAGLER STREET
Miami, FL 33134

Signature
of Director

Date: 06/16/99

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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 am familiar with and accept the obligations of my position as registered agent. I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated: 16 day of June, 19 99.

Signed: , Registered Agent.

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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