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Sergio Penton
Requestor's Name
3191 Coral Way, #200
Address
Miami, FL
City State ZIP Phone
(205) 448-1362

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CORPORATION(S) NAME

Di Stefano Investments,
Corp.



Empire Toll Free: 1-800-432-3028

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TALLAHASSEE FLORIDA

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ARTICLE OF INCORPORATION
OF
DI STEFANO INVESTMENTS, CORP.

WE, THE UNDERSIGNED, HEREBY ASSOCIATED TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUS OF THE STATE OF FLORIDA, PROVIDING FOR FORMATION, LIABILITIES, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE DI STEFANO INVESTMENT CORP. ITS BUSINESS SHALL BE CARRIED AT MIAMI, FLORIDA, AND AT SUCH OTHER POINTS OR PLACES IN THE STATE OF FLORIDA AND IN THE UNITED STATES AND FOREIGN COUNTRIES AS MAY, FROM TIME TO TIME, BE AUTHORIZED BY THE BOARD OF DIRECTORS. ITS PRINCIPAL OFFICE SHALL BE AT 854 W. 47TH STREET, MIAMI BEACH, FLORIDA 33140.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSSES TO BE TRANSACTED IS AS FOLLOWS:

SECTION I: THAT OF REAL ESTATE INVESTMENTS.

SECTION II: THAT OF PURCHASING, LEASING, RENTING, SELLING HOLDING AND OTHERWISE ACQUIRING AND DISPOSING OF REAL ESTATE AND PERSONAL PROPERTY, BOTH TANGIBLE AND INTANGIBLE, AND CHOOSES IN ACTION EITHER AS OWNER, BROKER AGENT OR FACTOR.

SECTION III: IN THE PURCHASE OR ACQUISITION OF PROPERTY, BUSINESS RIGHTS OR FRANCHISES, OR FOR ADDITIONAL WORKING CAPITAL OR FOR ANY OTHER OBJECT IN OR ABOUT ITS BUSINESS OF AFFAIRS, AND WITHOUT LIMIT AS TO AMOUNT, TO INCUR DEBTS, AND TO RAISE, BORROW AND SECURE THE PAYMENT OF MONEY IN ANY LAWFUL MANNER, INCLUDING THE ISSUE AND SALE OR OTHER DISPOSITION OF BONDS, WARRANTS, DEBENTURES, OBLIGATIONS, NEGOTIABLE AND TRANSFERABLE INSTRUMENTS AND EVIDENCE OF INDEBTEDNESS OF ALL KINDS, WHETHER SECURED BY MORTGAGE, PLEDGE, DEED OF TRUST, OR OTHERWISE.

SECTION IV: THIS CORPORATION SHALL HAVE ALL THE GENERAL POWERS, TOGETHER WITH ALL THE ADDITIONAL AND SPECIFIC POWERS GRANTED BY THE LAWS OF THE STATE OF FLORIDA, AS WELL AS ALL IMPLIED POWERS IN CARRYING OUT THE FOREGOING EXPRESSED POWERS.

SECTION V: THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND POWERS, BUT NO RECITATION, EXPRESSION OR DECLARATION OR SPECIFIC OR SPECIAL POWERS OR PURPOSES HEREIN ENUMERATED SHALL BE DEEMED TO BE EXCLUSIVE, BUT IT IS HEREBY EXPRESSLY DECLARED THAT ALL OTHERS LAWFUL POWERS PERMITTED TO CORPORATIONS FOR PROFIT ARE HEREBY INCLUDED.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE 500 SHARES OF \$1.00 PAR VALUE.

ARTICLE IV

THIS CORPORATION SHALL BEGIN BUSINESS WITH A CAPITAL OF NOT LESS THAN (\$ 500.00) FIVE HUNDRED DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE VI

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE LOCATED IN MIAMI BEACH, FLORIDA, AND IT MAY HAVE SUCH OTHER PLACES OF BUSINESS, BOTH WITHIN AND OUTSIDE THE STATE OF FLORIDA AND IN FOREIGN COUNTRIES, AS MAY BE NECESSARY OR CONVENIENT.

ARTICLE VII

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE (1) DIRECTOR, THE EXACT NUMBER OF DIRECTORS TO BE FIXED BY THE BY-LAWS OF THIS CORPORATION.

ARTICLE VIII

THE NAME AND ADDRESS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE UNTIL ORGANIZATION MEETING OF THIS CORPORATION, AND UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED MIGUEL A. STEFANO AT 854 W. 47TH STREET MIAMI BEACH, FLORIDA 33140.

THE OFFICES TO BE HELD BY THE ABOVE NAMED DIRECTOR IS AS FOLLOWS:

MIGUEL A. STEFANO - PRESIDENT

ILEANA STEFANO - SECRETARY/TREASURER

MICHELLE A. STEFANO - VICE PRESIDENT

ARTICLE IX


THE NAME AND ADDRESS OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, AND A STATEMENT OF THE NUMBER OF SHARES OF STOCK WHICH EACH AGREES TO TAKE IS AS FOLLOWS:


<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
MIGUEL A. STEFANO	854 W. 47 TH STREET MIAMI BEACH, FLORIDA 33140	250	1.00
ILEANA STEFANO	854 W. 47 TH STREET MIAMI BEACH, FLORIDA 33140	250	1.00

ARTICLE X

THE PROVISION OF THIS CHARTER, AND EACH AND EVERY ARTICLE AND SECTION HEREOF, AND THE BY-LAWS OF THIS CORPORATION SHALL BE CONSIDERED A PART OF EVERY CONTRACT AND TRANSACTION TO WHICH THIS CORPORATION SHALL BE A PARTY. EVERY PERSON, ASSOCIATION AND/OR CORPORATION DEALING WITH THIS CORPORATION IN HEREBY CHARGED WITH NOTICE AND KNOWLEDGE OF THIS CORPORATION.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS
THIS 13th DAY OF August A.D. 1999.



MIGUEL A. STEFANO


ILEANA STEFANO

STATE OF FLORIDA
COUNTY OF DADE

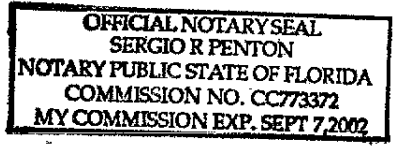
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED MIGUEL A. STEFANO and ILEANA STEFANO WHO ARE PERSONALLY KNOWN TO ME AND WHO DID NOT TAKE AN OATH, WHO EXECUTED AND SUBSCRIBED TO THE FOREGOING ARTICLES OF INCORPORATION AND WHO ACKNOWLEDGE, BEFORE ME, THAT SHE EXECUTED THE SAME AND SUBSCRIBED TO THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT MIAMI, FLORIDA SAID STATE AND COUNTY, THIS 13th DAY OF August 1999.



NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST THAT DI STEFANO INVESTMENTS, CORP. DESIRING TO ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA. HAS NAMED MIGUEL A STEFANO LOCATED AT 854 W. 47TH STREET, CITY OF MIAMI BEACH, STATE OF FLORIDA 33140, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE. ACKNOWLEDGEMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY



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