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Florida Department of State

Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

the reel shop, inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 9/10/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 9, 1999

EMPIRE

SUBJECT: THE REEL SHOP, INC.
REF: W99000020764

Client (Carlos Solano) is
aware of similar name
& would like to still
Inc. w/ The Reel Shop, Inc.

9/10/99

11:00am

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS A-REAL SHOP INC. DOC #P93000027714.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H99000022562
Letter Number: 499A00044512

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**CERTIFICATE OF INCORPORATION
OF
THE REEL SHOP, INC.**

6

The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is The Reel Shop, Inc.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in, have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate in debarment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other

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TALLAHASSEE, FLORIDA

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Prepared by:
Carlos Solano
1235 Alton Rd.
Miami Beach, FL 33139
(305) 674-1681

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**Corporation of the State of Florida or any other state or government, and
While owner of such stock, to exercise all the rights, powers and privileges
Of ownership, including the rights to vote such stock.**

ARTICLE III. CAPITAL STOCK

**The maximum number of shares of stock this corporation is authorized to
have outstanding at any time is 100 (One Hundred) shares of common
stock having a nominal of \$100.00 Par/ value.**

ARTICLE IV. INITIAL CAPITAL

**The amount of capital with which this corporation will begin business
with is \$ 1,000.00 (One Thousand 0/100).**

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

**The initial post office address of this corporation in the State of
Florida is 258 Sunny Isles Blvd., Sunny Isles, Fl. 33160. The board of
directors may from time to time move the principal office to any other
office in Florida.**

ARTICLE VII. DIRECTORS

**The corporation shall have one director initially. The number of directors
may be increased or diminished from time to time, by by-laws adopted by
the stockholders, but shall never be less than one (1).**

Gabriela Shuford

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ARTICLE VIII. SUBSCRIBERS & DIRECTORS

The name and post office address of each subscriber and director to these Articles of Incorporation is:

Gabriela Shuford

**President
Secretary**

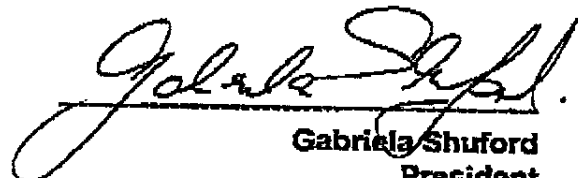
258 Sunny isles Blvd., Sunny Isles, Fl. 33160.

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 258 Sunny Isles, Fl. 33160, and the registered agent being Gabriela Shuford.

ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board of directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.


**Gabriela Shuford
President
Secretary**

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.34 Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That, The Reel Shop, Inc. to organize or qualify under the laws of the State of Florida with its principle office, as indicated in the articles of incorporation at Sunny Isles, county of Dad, and state of Florida has hereby named Gabriela Shuford of 258 Sunny Isles Blvd., Sunny Isles, Fl. 33160, as its agent to accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply with the provision of said act relative to keeping open said office.


Gabriela Shuford
Register Agent.

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

) SS

COUNTY OF DADE

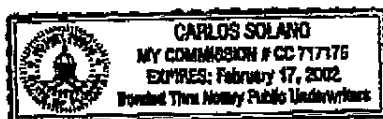
I HEREBY CERTIFY that on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Gabriela Shufford of the Reel Shop, Inc. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said county and state, on this 8th day of the month of September 1999.


 NOTARY PUBLIC SEAL.

MY COMMISSION EXPIRES:



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