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OFFICE USE ONLY Document #

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-09/30/99--01053--007

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

OFFICE USE ONLY

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

1. RAUDI ENTERTAINMENT, INC.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

99 SEP 30 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99 SEP 30 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

Examiner's Initials

FILED
99 SEP 30 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF

The undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

RAUDI ENTERTAINMENT, INC.
11660 QUAIL ROOST DR., MIAMI, FL 33157

ARTICLE II

PURPOSES

The purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Three hundreds (300) shares common stock, having a nominal or par Value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00.

ARTICLE IV

TERM

This corporation shall commence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent of this corporation shall be RAUDI CANDAME , and the Registered Office shall be located at:

11660 QUAIL ROOST DR., MIAMI, FL 33157

Or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with Law.

The aforementioned location also constitutes the principal office.

ARTICLE VI

DIRECTORS

This corporation shall have not less than one or more than three directors, as set forth in the By-laws. The name and street address of the first board of directors of this corporation who, subject to this Articles of Incorporation, By-laws of this corporation, and the laws of the State of Florida, shall hold office until his successors have been elected and qualified, is:

NAME

STREET ADDRESS

RAUDI CANDAME – 11830 SW 204 ST., MIAMI, FL 33177

ARTICLE VII

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and place and under what conditions and regulations that accounts and books of the corporation (other than the stock book) or any of them shall be open to inspections of shareholders shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders of the board of directors.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred, The foregoing rights of indemnification shall be in addition to and not exclusive of all others rights to which such officer or directors may be entitled.

ARTICLE IX

TELEPHONE MEETING AUTHORIZATION

Member of the board of directors or any executive committee designed by the board of directors in accordance with the law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can heard or be heard by all other persons, is used.

IN WITNESS WHEREOF, the parties named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.

① Paul [Signature]

President

② Paul [Signature]

Secretary

③ Paul [Signature]

Treasurer

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, Notary Public duly authorized in the State and County name above to take acknowledgment, personally appeared:

to me know to be the person(s) describe as subscriber(s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this _____ day of _____, 199

Notary Public of the STATE OF
FLORIDA AT LARGE

My commission expires:

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

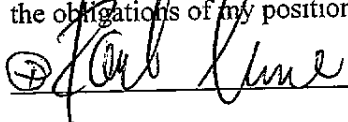
PERSUANT TO THE PROVISION OF SECTION 6070501 OR 6170501 FLORIDA STATUTES
THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is:
RAUDI ENTERTAINMENT, INC.

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

RAUDI CANDAME
11660 Quail Roost Dr.
MIAMI, Fla. 33157

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 I am familiar with and accept the obligations of my position as registered agent.

_____

DIVISION OF CORPORATIONS, P O BOX 6327, TALLAHASSEE, FL.

BILL OF SALE

EDDY'S CANDY STORE, INC. (the "Seller"), of 11660 QUAIL ROOST DR, MIAMI, Florida 33157, does hereby sell, assign and transfer to RAUDI CANDAME (the "Buyer"), of 11660 QUAIL ROOST DR, MIAMI, Florida 33157, the following property.

PROPERTY: CANDY STORE
AMOUNT: \$7,000.00

for a TOTAL AMOUNT OF \$7,000.00

The Seller warrants that the property is being transferred to the Buyer free and clear of any liens and encumbrances.

The above property is sold on an "AS IS" basis. The Seller makes no warranties, express or implied (except as specifically stated above).

This transfer is effective as of September 22, 1999.

The property is now located at 11660 QUAIL ROOST DR, MIAMI, Florida 33157, and all of such property is in the possession of EDUARDO RUIZ.

SELLER:

EDDY'S CANDY STORE, INC.

By: *Eduardo Ruiz*

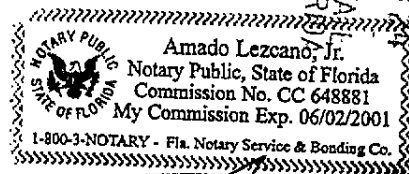
EDUARDO RUIZ

BUYER:

RAUDI CANDAME

By: *Raudi Candame*

RAUDI CANDAME



99 SEP 30 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED