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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

599 RED ROAD CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McK... MAR 27 2001

ARTICLES OF INCORPORATION
OF
599 RED ROAD CORPORATION

WE, the undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the corporation laws of the State of Florida and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the Corporation and its address shall be:

**599 RED ROAD CORPORATION
420 So. Dixie Highway
Suite 4D
Coral Gables, FL 33146**

ARTICLE II

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The Corporation shall be organized for the following purposes:

- A) To own, sell, buy, mortgage, pledge, lease and transfer real and personal property in any and all manners permitted by law.**
- B) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required;**

**PREPARED BY: MANUEL M. RODRIGUEZ-FIOL, ESQ.
782 N. W. 42nd Avenue, Suite 530
Miami, FL 33126
(305) 448-0012**

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- C) To purchase the corporate assets of any other corporation and engage in the same or other character of business;
- D) To enter into, make and perform contracts of every kind with any person, firm, association or corporation municipality, political body, country, territory, state, government or colony or dependency or agency thereof;
- E) To purchase, hold and reissue any of the shares of its capital stock;
- F) In general, to do each and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein above set forth, either alone or in association with other corporations, firm, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act of acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof
- G) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof

ARTICLE IV

The maximum number of shares of capital stock this Corporation shall be authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00) all of which shall be of the same class and have the same distinguishing characteristics.

ARTICLE V

The amount of capital with which this Corporation shall commence business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until their successors are elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE JARP	420 So. Dixie Highway Suite 4D Coral Gables, Fl. 33146
MARILU JARP	420 So. Dixie Highway Suite 4D Coral Gables, Fl. 33146

ARTICLE VII

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE JARP	420 So. Dixie Highway Suite 4D Coral Gables, Fl. 33146

ARTICLE VIII

The street address of the initial registered office of this corporation is:

420 So. Dixie Highway
Suite 4D
Coral Gables, Fl. 33146

and the name of the initial registered resident agent of this corporation at the address is:

GEORGE JARP

ARTICLE IX

The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of directors. The affairs of the Corporation shall be managed by the Board of Directors in accordance with the By-laws, as may be adopted from time to time.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 26 day of March, 2001.



GEORGE JARO

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

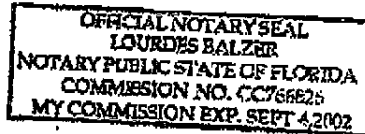
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared GEORGE JARP, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of March, 2001.

Loures Balzer

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



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:

599 RED ROAD CORPORATION

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

GEORGE JARP

420 So. Dixie Highway
Suite 4D
Coral Gables, Fl. 33146

Signature: 
GEORGE JARP

Title: Registered Agent

Date: 26 day of March, 2001.

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: 
GEORGE JARP

Date: 26 day of March, 2001.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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