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Camelia A. Marcelino
Attorney and Counselor at Law



407 Lincoln Rd., Ste. 701
Miami Beach, FL 33139

P.O. Box 40-2336 • Miami Beach, FL 33140-0336
(305) 865-4444

(305) 538-3048

EFFECTIVE DATE
5-31-99

May 24, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enterprises

RE: LA DAMA CORPORATION

"The Lady"

Dear Sir or Madam:

Attached, please find three original sets and one copy of the Articles of Incorporation for LA DAMA CORPORATION along with my check in the amount of EIGHTY-SEVEN (\$87.50) DOLLARS and 50/100 and an executed transmittal letter to cover the cost of the filing fees and two certified copies.

If you have any questions, please contact this office at 305-538-3048. Thank you for your assistance in this matter.

Very truly yours,

Camelia A. Marcelino
CAMELIA A. MARCELINO

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FILED
99 MAY 28 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. REGISTER JUN 10 1999

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Camelia A. Marcelino

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May 24, 1999

Department of State
Division of Corporations
Attention: Ms. Barbara Brock
P.O. Box 6327
Tallahassee, FL 32314


RE: LA DAMA ENTERPRISES, INCORPORATED

Dear Barbara:

As per our telephone conversation, I am enclosing three corrected original sets and one copy of the Articles of Incorporation for LA DAMA ENTERPRISES, INCORPORATED to replace the articles for La Dama Corporation, the name of which was not available.

Thank you for all your assistance in this matter.

Very truly yours,


CAMELIA A. MARCELINO

EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

LA DAMA ENTERPRISES, INCORPORATED

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") shall be **LA DAMA ENTERPRISES, INCORPORATED**.

ARTICLE II

The principal place of business and mailing address of the Corporation is **407 Lincoln Road, Suite 701, Miami Beach, FL 33139**.

ARTICLE III

The existence of the Corporation shall begin on **MAY 31, 1999**

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial registered agent for the Corporation at that address is **Camelia A. Marcelino, Esq., 407 Lincoln Road, Suite 701, Miami Beach, FL 33139**.

ARTICLE VI

The initial board of directors shall consist of ONE (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

| Name | Address |
|--|--|
| CAMELIA A. MARCELINO, ESQ. President, Secretary/Treasurer | 407 Lincoln Rd., Ste. 701, Miami Beach, FL 33139 |

FILED

99 MAY 28 AM 7:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

CAMELIA A. MARCELINO, ESQ.

407 Lincoln Rd., Ste. 701, Miami Beach, FL 33139

ARTICLE VIII

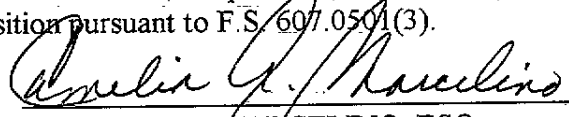
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on MAY 31, 1999.


CAMELIA A. MARCELINO, ESQ.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **LA DAMA ENTERPRISES, INCORPORATED** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


CAMELIA A. MARCELINO, ESQ.