

TRANSMITTAL LETTER

PO1000020872

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

600003662356--3
-02/08/01--01108--022
*****87.50 *****87.50

SUBJECT: O & E Investments, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Brooks C. Miller -- Brooks C. Miller Pa
Name (Printed or typed)
1690 First Union Financial Center, 200 South Biscayne Blvd.
Address
Miami, Florida 33131
City, State & Zip

01 FEB 26 AM 11:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Brooks GAVE 305-372-0900
Daytime Telephone number

AUTHORIZATION BY PHONE TO
CORRECT Principal
DATE 2/26
DOC. EXAM. SEB

NOTE: Please provide the original and one copy of the articles.

SEB
2/27

8

101-3484



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 14, 2001

BROOKS C MILLER
1690 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BLVD
MIAMI, FL 33131

SUBJECT: O & E INVESTMENTS, INC.
Ref. Number: W01000003484

We have received your document for O & E INVESTMENTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE DEPARTMENT OF STATE CAN NOT BE LISTED AS A REGISTERED AGENT. PLEASE LIST THE PERSON SIGNING.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 101A00009210

Articles Of Incorporation

of

O & E Investments, Inc.

FILED

01 FEB 26 AM 11: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

Article I
Name

The name of the Corporation is O & E Investments, Inc.

Article II
Corporate Existence

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

Article III
Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of \$.10 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. **Liquidation.** Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares

without distinction according to their respective shares.

Section B. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section C. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

Article IV **Registered Agent**

The name of its Registered Agent is Brooks C. Miller whose address is 1690 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131,

Article V **Incorporator**

The name and address of the Incorporator is:

Brooks C. Miller
200 S. Biscayne Blvd Suite 1690
Miami, Florida 33131

Article VI **Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

Article VII **Directors**

The number of Directors constituting the initial Board of Directors is two. The names and addresses of the persons, who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

Name and Address

Eric Reardon
18629 SW 107th Ave
Miami, Florida 33157

Orestes E. Gonzalez
1502 Lisbon
Coral Gables, Florida 33134

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles Of Incorporation and Bylaws of the Corporation.

Article VIII
Officers

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Eric Reardon 18629 SW 107th Avenue Miami, Florida 33157
Vice President	Orestes E. Gonzalez 1502 Lisbon Coral Gables, Florida 33134
Secretary	Orestes E. Gonzalez 1502 Lisbon Coral Gables, Florida 33134

Article IX
Corporate Seal

This Corporation shall have a corporate seal.

Article X
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President or a Vice President and shall be countersigned or attested by the Secretary, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

Article XI
Indemnification Of Directors

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating

to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director is proper in the circumstances because the Director had met the applicable standard of conduct set forth in this Article above. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Board of Directors by vote as set forth in (i) above, or, if the requisite quorum of the full Board cannot be obtained therefor, by a majority vote of the full Board, in which selection Directors who are parties may participate; or (iii) by the Shareholders.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XII

Indemnification Of Officer-Directors

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Officer-Director is proper in the circumstances because the Officer-Director had met the applicable standard of conduct set forth in this Article above. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Board of Directors by vote as set forth in (i) above, or, if the requisite quorum of the full Board cannot be obtained therefor, by a majority vote of the full Board, in which selection Officer-Directors who are parties may participate; or (iii) by the Shareholders.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XIII
Amendment Of Articles Of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Article XIV
Approval Of Compensation

No salary or other compensation shall be paid to any Officer of the Corporation for services rendered as such Officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Shareholders' meeting by the record holders of at least 51% of the then-outstanding voting shares of the Corporation.

Dated February 20, 2001.

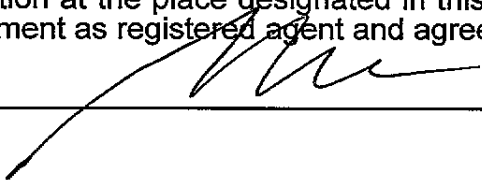


Brooks C. Miller
Incorporator

PRINCIPAL ADDRESS IS PO BOX 770188, MIAMI, FL 33711-0004

Acceptance

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



February 20, 2001

FILED
01 FEB 26 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA