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**LARUS CORPORATE FILING SERVICE**

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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*PO 100105259*

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

- 1. KEMPTON BY MIRABE CORP.  
(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

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01 OCT 31 AM 9:03  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA  
FILED

NEW FILINGS	
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<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

*10/31*

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Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**KEMPTON BY MIRABE CORP.**

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**KEMPTON BY MIRABE CORP.**

**ARTICLE II**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, which is to transact any and all lawful business.

#### **ARTICLE IV**

This corporation shall have powers to have perpetual succession by its corporate name.

#### **ARTICLE V**

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### **ARTICLE VI**

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Sergio D. Pastore

The Principal office shall be:

19380 Collins Ave., Ste. 1414-B,  
Sunny Isles Beach, FL 33160

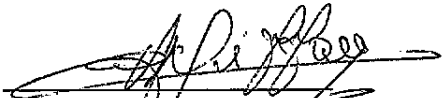
#### **ARTICLE VII**

The initial Board of Directors shall consist of two (2) persons, and the names and addresses of the persons who is to serve as initial Directors are:

Gustavo A. Millan	President
4001 South Ocean Dr.	
Hollywood, FL 33019	

Sergio D. Pastore	Vice-President
3948 NE 169 St. # 205	
N. Miami Beach, FL 33160	

IN WITNESS WHEREOF, the undersigned incorporators have executed these  
Articles of Incorporation this 29th day of October, 2001.

  
Gustavo A. Millan

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

**KEMPTON BY MIRABE CORP.**

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

Sergio D. Pastore  
3948 NE 169 St. # 205  
N. Miami Beach, FL 33160

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.

SIGNATURE: \_\_\_\_\_

Sergio D. Pastore

DATE: October 29, 2001.

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**FILED**