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DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.
WATERFALLS, INC.

Certificate of Status	1
Certified Copy	0
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Department of State 1/10/2003 7:21 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 10, 2003

FERNANDEZ, PETR & ASSOCIATES

SUBJECT: WATERFALLS, INC.
REF: W0300000824

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**ARTICLES OF INCORPORATION
FOR
WATERFALLS ENTERPRISES, INC.**

A Florida Corporation

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CLERK OF COUNTY OF DADE
CORPORATION
03 JAN 10 AM 8:45

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:
WATERFALLS ENTERPRISES, INC.

ARTICLE II. ADDRESS

The corporations mailing address is:
**1531 NE 205TH TERRACE
MIAMI, FL 33179**

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective
JANUARY 9TH, 2003

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and the state of Florida.

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ARTICLE V. AUTHORIZED SHARES H03000012135 7

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1531 NE 205TH TERRACE MAIMI, FL 33179 and the name of the corporation's initial registered agent at the address is MARIE THEBOUD.

ARTICLE VII INITIAL BOARD OF DIRECTORS

A Board of Directors consisting of no less than 1 director(s) shall manage the corporation. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

NAME

MARIE THEBOUD

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

FERNANDEZ, PETR & ASSOCIATES

1220 NE 207TH STREET

MIAMI, FL 33179-2019

The incorporator of the corporation assigns this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the Board of Directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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ARTICLE IX. CORPORATE OFFICERS

The corporate officers shall be as follows:

PRESIDENT/SECRETARY/TREASURER - MARIE THEBOUD

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 9TH day of JANUARY 2003.

Fernandez, Petr & Associates

By: Virginia Petr
Virginia Petr, President

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That WATERFALLS ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1531 NE 205TH TERRACE MIAMI, FL 33179, has named MARIE THEBOUD as its agent to accept, service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

MARIE THEBOUD
1531 NE 205TH TERRACE
MIAMI, FL 33179


Peter Z. Petr, ATTORNEY-IN-FACT
MARIE THEBOUD, President
Dated: January 9, 2003

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