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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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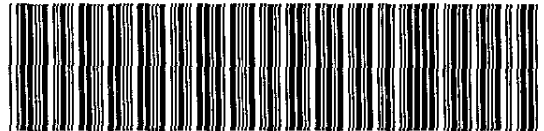
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DIVISION OF CORPORATIONS  
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6-11-03

TRANSMITTAL LETTER

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

SUBJECT: CUT REAL ESTATE HOLDINGS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Steven Naclerio  
Name (Printed or typed)

MIAMI CENTER, 24<sup>TH</sup> FLOOR, 201 S. BISCAYNE Blvd.  
Address

MIAMI, FLORIDA 33131  
City, State & Zip

(305) 358-5171  
Daytime Telephone number

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

ORIGINAL

**ARTICLES OF INCORPORATION**  
**OF**  
**CUT REAL ESTATE HOLDINGS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is:

CUT REAL ESTATE HOLDINGS, INC.

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DIVISION OF CORPORATIONS  
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**ARTICLE II - PRINCIPAL OFFICE**

The street address of the initial principal office and the mailing address of the corporation is as follows:

4645 Village Drive  
Dunwoody, GA 30338

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of acquiring and investing in real and personal property of any kind or nature whatsoever, acquiring, owning and disposing of interests in partnerships (both general and limited), limited liability companies, and other entities, associations or organizations, and engaging in any other activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue one thousand shares (1,000) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased (or after any increase, subsequently decreased) from time to time in accordance with the By-Laws. The name and address of the initial director of the corporation are as follows:

| <u>Name</u>    | <u>Address</u>                           |
|----------------|--|
| Jorge Cutillas | 4645 Village Drive<br>Dunwoody, GA 30338 |

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office and initial registered agent of this Corporation are as follows:

Steven Naclerio, Esq.  
Shook Hardy & Bacon, LLP  
Miami Center, 24<sup>th</sup> Floor  
201 S. Biscayne Blvd.  
Miami, Florida 33131

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation are as follows:

| <u>Name</u>  | <u>Address</u>  |
|--|---|
| Steven Naclerio<br>c/o Shook Hardy & Bacon, L.L.P. | 201 S. Biscayne Blvd., 24 <sup>th</sup> Floor<br>Miami, Florida 33131 |

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2<sup>d</sup> day of June, 2003.

Steven Naclerio  
STEVEN NACLERIO  
Incorporator

[Acknowledgment contained on next page]

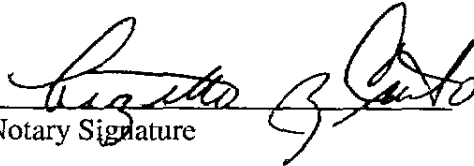
STATE OF FLORIDA                    )  
  ):SS  
COUNTY OF MIAMI-DADE            )

The foregoing Articles of Incorporation were acknowledged, verified and sworn to before me this 2<sup>nd</sup> day of ~~May~~ <sup>JUNE</sup>, 2003, by STEVEN NACLERIO. She [check one]:

is personally known to me; or

produced a driver's license as identification.

He did take an oath.

  
Notary Signature

[Notary Rubber Stamp Seal  
with Commission Expiration]



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**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

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DIVISION OF CORPORATIONS  
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**CERTIFICATE OF REGISTERED AGENT  
OF  
CUT REAL ESTATE HOLDINGS, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

Shook Hardy & Bacon, L.L.P.  
Miami Center, 24<sup>th</sup> Floor  
201 S. Biscayne Blvd.  
Miami, Florida 33131

has named:

Steven Naclerio

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**A C K N O W L E D G E M E N T**

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept such obligations and agree to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Steven Naclerio, Registered Agent