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EUSEBIO E. TARRADELL
4340 NW 184 Terrace
Miami, FL 33055

(Address)

(City/State/Zip/Phone #)

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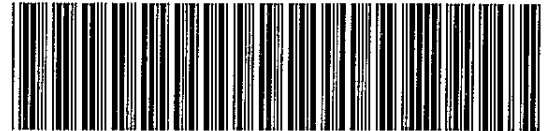
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

MIDTOWN-MIAMI ACQUISITIONS, INC.

We, the undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate ourselves to form a Corporation under the Laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation is: MIDTOWN-MIAMI ACQUISITIONS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of business and the object and purposes to be transacted and carried on are: INVESTMENTS. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

And further, to borrow or raise money for any purpose of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any of the property corporeal or incorporeal, rights of franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 50 shares at \$10.00 par value.

ARTICLE IV
AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is not less than \$500.00.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is:

20401 NE 30 AVENUE- #312
AVENTURA, FLORIDA 33180

The Board of Directors may from time to time move the principal office at any other address in the State of Florida and establish branches and subsidiaries in any place within the State of Florida.

ARTICLE VII
DIRECTORS

This Corporation shall have two Directors initially: The number of Directors may be increased or decreased from time to time by the Laws adopted by the stockholders, but, shall never be less than two.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office address of the member of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

PRESIDENT

MONICA DEL RISCO
20401 NE 30 AVENUE- #312
AVENTURA, FLORIDA 33180

SECRETARY-TREASURER

LUCY RODRIGUEZ
11742 SW 14 STREET
MIAMI, FLORIDA

ARTICLE IX
SUBSCRIBERS

The name and post office address of the subscribers of these Articles of Incorporation and the number of shares of stock they agree to take is:

MONICA DEL RISCO.....25 SHARES.....50%
20401 NE 30 AVENUE
AVENTURA, FLORIDA 33180

LUCY RODRIGUEZ.....25 SHARES.....50%
11742 SW 14 STREET
MIAMI, FLORIDA

ARTICLE X
AMENDMENT

Those Articles of Incorporation may be amended in the manner provided by Law. Every Amendment shall be approved by the Board of Directors proposed by them to their stockholders, and approved at a stockholders' meeting by fifty one percent of the stock entitled to vote person.

We, the undersigned, being the original subscribers to the capital stock herein named above for the purpose of forming a corporation for profit to do business both within and outside the State of Florida, do hereby make, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and respectively agree to take the number of shares of stock, herein above set forth to ourselves and accordingly have hereunto set our hands and seals this (4th) day of June of two thousand five (2005).


MONICA DEL RISCO


LUCY RODRIGUEZ

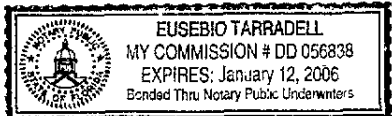
STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to administer oaths and take acknowledgement, personally appeared MRS. MONICA DEL RISCO and LUCY RODRIGUEZ, well known to the undersigned to be the persons described as subscribers and who executed the foregoing Articles of Incorporation, and acknowledged before me, that they subscribed to those Articles.

WITNESS my hand and official seal, in the County and State above referenced, this 4th day of June of 2005.



NOTARY PUBLIC



PRINTED NAME: EUSEBIO F. TARRADELL

SEAL

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICES OF PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED_____

In Pursuance of Chapter 48.091 Florida Statutes the following is
submitted in compliance with said Act:

That MIDTOWN - MIAMI ACQUISITIONS, INC., desiring to
organize a Corporation under the Laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation, in the
City of Aventura, County of Miami-Dade, State of Florida, has named:

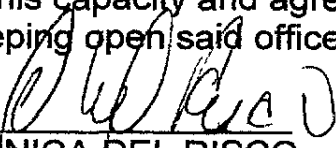
MONICA DEL RISCO
20401 NE 30 AVENUE
AVENTURA, FLORIDA 33180

as its agent to accept services of process within this State.


MONICA DEL RISCO


LUCY RODRIGUEZ

Having been named to accept services of process for the above stated
Corporation, at the place designated in this Certificate, I hereby accept to act
in this capacity and agree to comply with the provisions of said Act relative to
keeping open said office.


MONICA DEL RISCO