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ELIZABETH C. PINES-CONTE

3301 PONCE DE LEON BLVD  
SUITE 200  
CORAL GABLES, FL 33134

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(305) 446-7493  
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October 15, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-10/18/96--01102--004  
\*\*\*122.50 \*\*\*122.50

RE: FILING OF ARTICLES OF INCORPORATION OF  
DESIREE'S PLACE, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of  
DESIREE'S PLACE, INC.

Also enclosed is my check No.1058 in the amount of \$122.50 for  
filing fees of the corporation, a copy of the Articles and a self  
addressed, stamped envelope for your convenience in returning same  
to this office.

Thank you very much for your attention in this regard.

Sincerely yours,



Elizabeth C. Pines-Conte, Esq.

Enclosures.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 19 PM 3:19

gg 10/21/96

ARTICLES OF INCORPORATION

OF

DESIREE'S PLACE, 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

The name of the corporation is: DESIREE'S PLACE, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares at a par value of \$1.00 per share. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of the common stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than \$1,000.00.

#### ARTICLE V

The corporation shall have perpetual existence.

#### ARTICLE VI

The Initial street address of the principal office of the corporation, in the State of Florida is:

Desiree's Place, Inc.  
7257 S.W. 72 Avenue  
Miami, FL 33155

The board of directors may, from time to time, move the principal office to any other address.

#### ARTICLE VII

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but there shall always be at least one director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other firm or corporation, provided that the fact he/she is so interested shall be disclosed or shall have been known to the Board of Directors or members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

#### **ARTICLE VIII**

The name and post office address of the member of the first Board of Directors and the officer who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, is as follows:

#### **DIRECTOR**

Deniza Desiree Lozano

7257 S.W. 72 Avenue  
Miami, Florida 33155

#### **OFFICERS**

Deniza Desiree Lozano  
President & Secretary

7257 S.W. 72 Avenue  
Miami, Florida 33155

#### **ARTICLE IX**

This corporation shall designate ELIZABETH C. PINES-CONTE, ESQ., with offices located at: 3301 Ponce de Leon Blvd., Suite 200, Coral Gables, Florida 33134 as its

duly authorized registered agent to be in charge of the corporate registered office, as required by law.

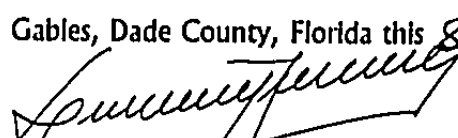
#### ARTICLE X

The name and the address of the incorporators subscribing to these Articles are:  
Deniza Deslree Lozano, 7257 S.W. 72 Avenue, Miami, Florida 33155.

#### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal at Coral Gables, Dade County, Florida this 8 day of Oct, 1996.

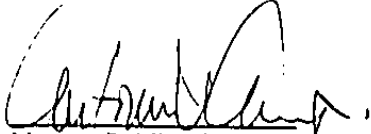
  
Deniza Deslree Lozano, Incorporator  
7257 S.W. 72 Avenue  
Miami, FL 33155

STATE OF FLORIDA

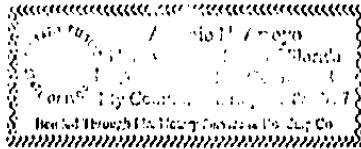
COUNTY OF DADE

I HEREBY CERTIFY that on this day, personally appeared before me, a notary public duly authorized to take acknowledgments, Deniza Desiree Lozano, to me known to be the person who executed the above and foregoing Articles of Incorporation, for the purpose therein described.

WITNESS my hand and official seal at Coral Gables, Dade County, Florida this 21st day of October, 1996.

  
Notary Public, State of  
Florida at Large

ANTONIO N ARROYO  
(print name)



My Commission Expires:

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

In compliance with Section 48.091, Florida Statutes the following is submitted:

That DESIREE'S PLACE, INC. desiring to qualify under the laws of the State of Florida, has named ELIZABETH C. PINES-CONTE, ESQ., 3301 PONCE DE LEON BLVD., SUITE #200, CORAL GABLES, FLORIDA 33134, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 8 day of Oct, 1996.

  
ELIZABETH C. PINES-CONTE, ESQ.

STATE OF FLORIDA  
COUNTY OF DADE  
OCT 10 1996