

Althea's
 220 West Miami Ave
 Uerica FL 34285

500002722985--0
 -12/28/98-01046-013
 *****122.50 *****78.75

Office Use Only

CORPORATION NAME(S) AND NUMBER(S) (if known):

P98000107686
 (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. **221 West Miami Corporation**
 (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <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 |

[Handwritten Signature]
 12/29

FILED
 98 DEC 28 PM 4:19
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
221 WEST MIAMI CORPORATION

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TALLAHASSEE FLORIDA
FILED

ARTICLE I--NAME

The name of this corporation is 221 WEST MIAMI CORPORATION

ARTICLE II--DURATION

This corporation shall exist perpetually.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of any and all lawful business which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV--POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V--CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI--PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class or series as that which he or she already holds at a price which it is offered to all other shareholders.

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 221 WEST MIAMI AVE., VENICE FL.34285. The address of the registered agent is 221 WEST MIAMI NAVE., VENICE, FL. 34285. The name of the initial registered agent of this corporation at that address is GREGORY E SILVIA. The principal office of the corporation shall be 221 WEST MIAMI AVE., VENICE, FL. 34285

ARTICLE VIII--MANAGEMENT BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, representing in person or by proxy, shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him or her. a majority of the outstanding shares of the corporation represented in person or by proxy,

shall constitute a quorum at any business meeting of the shareholders for all the management of the business of the corporation.

ARTICLE IX--INCORPORATORS

The name and address of the person signing these articles is

GREGORY E. SILVIA
221 WEST MIAMI AVE.
VENICE, FL. 34285

ARTICLE X--BYLAWS

The power to adopt, amend or repeal by-laws of this corporation shall be vested in the members.

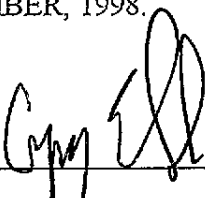
ARTICLE XI--INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII--AMMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, and any amendment hereto. Further, any right conferred upon shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber has executed these articles of incorporation, this 23 RD day of DECEMBER, 1998.

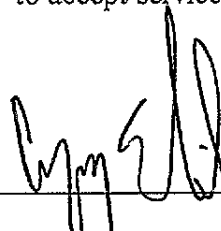


GREGORY E. SILVIA

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

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

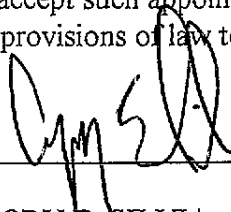
That 221 WEST MIAMI CORPORATION, wishing to incorporate under the Florida General Corporation Act laws of the State of Florida with its principal office as indicated in the articles of incorporation, in the city of VENICE, county of SARASOTA, State of Florida, has named GREGORY E. SILVIA to accept service of process within the State of Florida.



GREGORY E. SILVIA

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law to keeping said office open.



GREGORY E. SILVIA

98 DEC 28 PM 4:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED