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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : ACE INDUSTRIES, INC.  
Account Number : 070744001530  
Phone : (305) 358-2571  
Fax Number : (305) 358-7832

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BRACERAS & RODRIGUEZ MANAGEMENT CORP.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

H00-1435

**ARTICLES OF INCORPORATION  
OF  
BRACERAS & RODRIGUEZ MANAGEMENT CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is: BRACERAS & RODRIGUEZ  
MANAGEMENT CORP.

**ARTICLE II - NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this corporation is: real estate

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

ANAYS LAGO  
201 ALHAMBRA CIRCLE  
SUITE 1102  
CORAL GABLES, FL 33134

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Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

#### ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 790 West 8 Avenue, Hialeah, Florida 33010. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

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#### ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

#### ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Julio A. Rodriguez  
14228 S.W. 17<sup>th</sup> Street  
Miami, Florida 33175

Juan A. Bracerias Jr.  
3440 East 9<sup>th</sup> Court  
Hialeah, Florida 33013

#### ARTICLE IX - INITIAL OFFICERS

The name and address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Julio A. Rodriguez, President  
14228 S.W. 17<sup>th</sup> Street  
Miami, Florida 33175

Juan A. Bracerias Jr., Vice President  
3440 East 9<sup>th</sup> Court  
Hialeah, Florida 33013

Julio A. Rodriguez, Treasurer  
14228 S.W. 17<sup>th</sup> Street  
Miami, Florida 33175

Juan A. Bracerias Jr., Secretary  
3440 East 9<sup>th</sup> Court  
Hialeah, Florida 33013

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400-1435

#### ARTICLE X - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

Julio A. Rodriguez  
14228 S.W. 17<sup>th</sup> Street  
Miami, Florida 33175

Juan A. Braceras Jr.  
3440 East 9<sup>th</sup> Court  
Hialeah, Florida 33013

#### ARTICLE XI - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

#### ARTICLE XII - AMENDMENT

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 them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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01-10-2000 16:38

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#### **ARTICLE XIII - ADDRESS OF REGISTERED OFFICE**

The initial street address of the registered office of this corporation is to be 780 West 8 Avenue, Hialeah, Florida 33010. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

#### **ARTICLE XIV - SERVICE OF PROCESS**

All legal service shall be made upon Julio A. Rodriguez, the Registered Agent, at 14228 S.W. 17<sup>th</sup> Street, Miami, Florida 33175.

#### **ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

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IN WITNESS WHEREOF, the foregoing Articles of Incorporation were  
executed this 7 day of January, 2000.

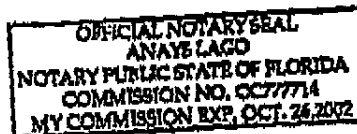
By: [Signature]  
(JULIO A. RODRIGUEZ, Incorporator)

By: [Signature]  
JUAN A. BRACERAS, JR., Incorporator

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 7 day of January,  
2000 by JULIO A. RODRIGUEZ and JUAN A. BRACERAS, JR. They are personally  
known to me.

Signature: [Signature]  
NAME: ANAYS LAGO  
Title:  
Serial No.:  
My Commission Expires:



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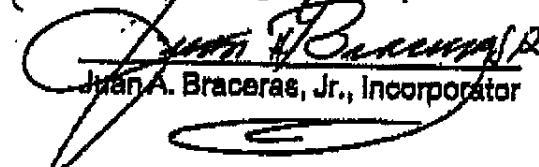
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST: BRACERAS & RODRIGUEZ MANAGEMENT CORP., WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT, CITY OF HIALEAH STATE OF FLORIDA, HAS  
NAMED JULIO A. RODRIGUEZ, LOCATED AT 14228 S.W. 17<sup>TH</sup> STREET, CITY OF  
MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: JANUARY 7, 2000.

  
Julio A. Rodriguez, Incorporator  
  
Juan A. Braceras, Jr., Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN 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: JANUARY 7 2000.

Julio A. Rodriguez, Registered Agent

By:

  
JULIO A. RODRIGUEZ

FILED  
00 JAN 10 PM 5:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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