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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: LOUIS URIARTE
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: BIRD ROAD ART CONNECTION, INC.
AUDIT NUMBER.....H98000009621
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
CERT. OF STATUS..1 PAGES..... 4
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* NOTE :

Please note parties are same
as profit Bird Road Art Connection, Inc.
which was dissolved.
Thanks.

8-27-98
[Signature]



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 22, 1998

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: BIRD ROAD ART CONNECTION, INC.
REF: W98000011740

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document SpecialistFAX Aud. #: H98000009621
Letter Number: 198A00028941

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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Affidavit

Bird Road Art Connection, Inc., a Florida profit corporation (Document No. P97000017807) dissolved on or about April 9, 1998, hereby states and affirms it has no intention of revoking the dissolution and releases use of the corporate name for use by another entity.

Bird Road Art Connection, Inc.

By:


Rafael Consuegra
President

Date:

8/24/98

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida not-for-profit corporation is:
Bird Road Art Connection, Inc.

Article II. Address

The mailing address of the Corporation is:
Bird Road Art Connection, Inc.
4734 S.W. 75th Avenue
Miami FL 33155

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Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, including one or more of the following purposes: title holding corporations pursuant to Code Section 501(c)(2); civic league or organization operating exclusively for the promotion of social welfare pursuant to Code Section 501(c)(4); labor, agricultural or horticultural organization pursuant to Code Section 501(c)(5); business league, chamber of commerce, real estate board, or board of trade pursuant to Code Section 501(c)(6); or club organized for pleasure, recreation and other nonprofitable purposes pursuant to Code Section 501(c)(7); fraternal beneficiary societies providing life, sick, accident or other benefits pursuant to Code Section 501(c)(8); voluntary employees' beneficiary associations pursuant to Code Section 501(c)(9); domestic fraternal societies not providing life, sick, accident or other benefits pursuant to Code Section 501(c)(10) benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations pursuant to Code Section 501(c)(12); cemeteries, crematoria, and like corporations pursuant to Code Section 501(c)(13); mutual insurance companies or associations, other than life or marine pursuant to Code Section 501(c)(15); a post, organization or auxiliary unit of past or present members of the Armed Forces of the United State pursuant to Code Section 501(c)(19); organization for prepaid group legal services pursuant to Code Section 501(c)(20); title holding corporations pursuant to Code Section 501(c)(25). All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Article IV. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Rafael Consuegra
Vicente Dopico
Dr. Nuncio Mainieri

Leonardo Viota-Sesin | FL Bar Member 634115
Law Office of Leonardo Viota-Sesin
7159 SW 8th Street
Miami FL 33144
305-265-1414

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Article V. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes.

Article VII. Registered Agent

The name and address of the registered agent of the Corporation is:

Rafael Consuegra
4734 S.W. 75th Avenue
Miami FL 33155

Article VIII. Incorporator

The name and address of the incorporator is:

Leonardo Viota-Sesin
Law Office of Leonardo Viota-Sesin
7159 SW 8th Street
Miami FL 33144

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed pursuant to the Corporation's plan of distribution of assets.

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of August 26, 1998.

The authorized representative of the incorporator executed these Articles of Incorporation on August 26, 1998.



LEONARDO VIOTA-SESIN
by L.A. Uriarte as attorney-in-fact

Leonardo Viota-Sesin | FL Bar Member 634115
Law Office of Leonardo Viota-Sesin
7159 SW 8th Street
Miami FL 33144
305-265-1414

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:


Bird Road Art Connection, Inc.

REGISTERED AGENT/OFFICE:

**Rafael Consuegra
4734 S.W. 75th Avenue
Miami FL 33155**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Rafael Consuegra
by L.A. Uriarte as attorney-in-fact

Date: August 26, 1998

Leonardo Viota-Sasin | FL Bar Member 634115
Law Office of Leonardo Viota-Sasin
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Miami FL 33144
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