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TRANSMITTAL LETTER

FILED
00 FEB 21 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

300003141943--2
-02/21/00--01004--023
122.50 **78.75

SUBJECT: Flamenco 71 Corp

Enclosed is an original and one (1) copy of the articles of incorporation and a check for

\$122.50

From: Ronald Volk and Saya Jeloul
1220 Normandy Drive
Miami Beach, Florida 33141
305-962-2545
954-260-8110

B. BROWN FEB 24 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Flamenco 71, Corp.

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation is: **Flamenco 71 Corp**

ARTICLE 2 - NATURE OF BUSINESS

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

ARTICLE 3 - PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation is:
1220 Normandy Drive
Miami Beach, Florida 33141

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporators of this corporation are:
Saya Jeloul and Ronald Volk
1220 Normandy Drive
Miami Beach, Florida 33141

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE THOUSAND (5000) shares of common stock each having a par value of ONE DOLLAR (\$1.00).

5.2 No holder of shares of stock of any class shall have any preemptive right to

subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

5.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of stock.

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all the things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 7 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 8 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equity of other claim, to, or interest in, such share or right on the part of an other person, whether or not the Corporation shall have notice thereof.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent is:

**Ronald Volk
1220 Normandy Drive
Miami Beach, Florida 33141**

ARTICLE 10 - EFFECTIVE DATE

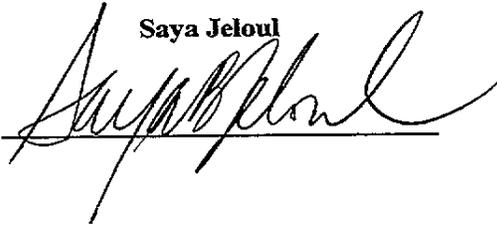
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 11 - AMENDMENT

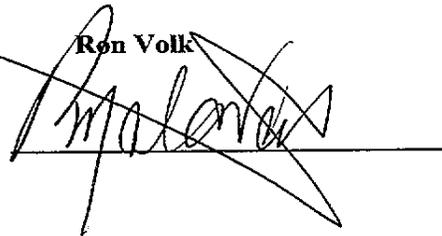
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto granted subject to this reservation.

IN WITNESS WHEREOF, We have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th of April, 1998.

Saya Jeloul

A handwritten signature in cursive script, appearing to read 'Saya Jeloul', written over a horizontal line.

Ron Volk

A handwritten signature in cursive script, appearing to read 'Ron Volk', written over a horizontal line. The signature is crossed out with a large, bold 'X'.

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SECRETARY OF STATE

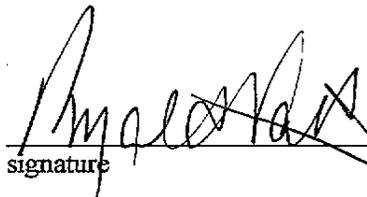
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is : Flamenco 71 Corp.
2. The name and address of the registered agent and office is:

Ronald Volk
~~1141 71st Street~~ 1220 NORMANDY DR.
Miami Beach, Florida 33141

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 2/17/00 RONALD VOLK 2-17-00
signature date print name date