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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

habitat creators ii, inc.

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ARTICLES OF INCORPORATION

OF

HABITAT CREATORS II, INC.

**ARTICLE I
NAME**

The name of this corporation is: **Habitat Creators II, Inc.**

**ARTICLE II
PRINCIPAL MAILING ADDRESS OF BUSINESS**

The principal mailing address of business for this corporation is:
**Habitat Creators II, Inc.
4030 Alhambra Circle
Coral Gables, Florida 33146.**

**ARTICLE III
DURATION**

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

**ARTICLE IV
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

Prepared by: **Pablo R. Bared, Esq., Bared and Assoc., PA
1500 San Remo, #177, Coral Gables, FL 33148
Telephone (305)888-8010**

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 San Remo Ave. #177 Coral Gables, Fl. 33146, and the name of the registered agent of this corporation is Bared and Assoc., PA.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director of this corporation is:

Director/President	Francisco J. Garcia III 4030 Alhambra Circle Coral Gables, Fl. 33146
Vice-President	Julieta Q. Garcia 4030 Alhambra Circle Coral Gables, Fl. 33146
Secretary Treasurer	Julieta Bared 1500 San Remo Avenue, Suite 177 Coral Gables, FL. 33146

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Pablo R. Bared, Esq., 1500 San Remo Ave., Suite 177, Coral Gables, Fl. 33146.

ARTICLE IX
BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

Prepared by:

Pablo R. Bared, Esq., Bar #739405 Bared and Assoc. PA
1500 San Remo Ave., #177, Coral Gables FL 33146

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**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

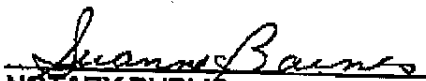
**ARTICLE XI
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 29th day of March, 2000.

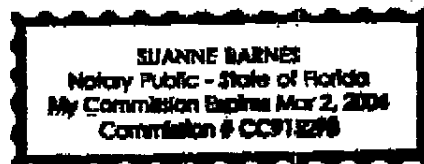

Pablo R. Bared, Esq., Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 21st day of July, 2000.


NOTARY PUBLIC

My commission expires: 3/02/04

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Avenue
Suite 177
Coral Gables, FL 33146
Telephone (305)666-6010



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ACCEPTANCE OF REGISTERED AGENT
FOR
Habitat Creators II, Inc.

Having been named to accept service of process for Habitat Creators II, Inc., Pursuant to Article VI of the Articles of Incorporation, Habitat Creators of II, Inc., I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on July 21st, 2000.


PABLO R. BARED, ESQ.

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Ave.
Suite 177
Coral Gables, Fl. 33146
Telephone (305)666-6010

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