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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

THE BIRD'S Palace, Inc.

Certificate of Status	0
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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 8, 2000

EMPIRE

SUBJECT: BIRDS' PARADISE, INC.  
REF: W00000019515

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

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ARTICLES OF INCORPORATION

OF

THE BIRDS' PALACE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(6)  
The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is THE BIRDS' PALACE, INC. and the principal address shall be 2800 Biscayne Boulevard, Suite 500, Miami, Florida 33137.

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of the State.

Article III

NATURE OF BUSINESS

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

Article IV

CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative voting. Cumulative voting shall not be permitted.

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Biscayne Boulevard, Suite 500, Miami, Florida 33137, and the name of the initial registered agent of this corporation at that address is Carlos E. Morales, Esq.

Article VI

DIRECTORS

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the director of the corporation is:

Name	Address
Carlos E. Morales President	2800 Biscayne Blvd., Suite 500 Miami, Florida 33137
Alex Klenner Vice President and Treasurer	2800 Biscayne Blvd., Suite 500 Miami, Florida 33137

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

INCORPORATOR

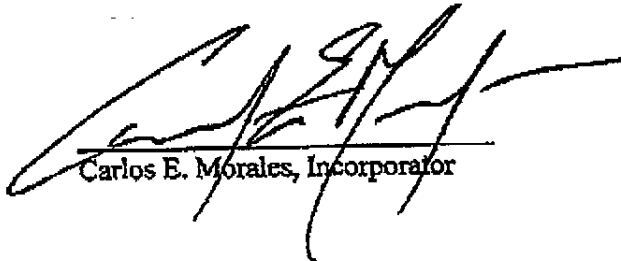
Carlos E. Morales  
2800 Biscayne Boulevard  
Suite 500  
Miami, FL 33137

Article IX

AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 7th  
day of August, 2000.

  
\_\_\_\_\_  
Carlos E. Morales, Incorporator

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State of Florida    )  
                          ) SS  
County of Dade     )

The following instrument was acknowledged and personally known before me  
this 7<sup>th</sup> day of August, 2000.



*Yolanda B Fernandez*  
Notary Public, State of Florida

My Commission Expires: 9/26/03

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

=====

In compliance with Section 48,901, Florida Statutes, the following is submitted.

The Birds' Palace, Inc. organizes or qualifies under the laws of the State of Florida, with its principal place of business at the City of Miami, County of Miami-Dade, State of Florida, has named Carlos E. Morales, Esquire, located at: 2800 Biscayne Blvd., Suite 500, Miami, Florida 33137, as its agent and accept service of process within Florida.

Incorporator:

  
Carlos E. Morales, Incorporator

Date: 8/7/00

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.

  
Carlos E. Morales, Esquire

Date: 8/7/00

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