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FLORIDA PROFIT CORPORATION OR P.A.

a fish, a frog and a crab, inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**

**OF**

**A FISH, A FROG and A CRAB, INC.**

*The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.*

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**ARTICLE I- NAME**

*The name of this Corporation is: A FISH, A FROG and A CRAB, INC.*

**ARTICLE II - DURATION**

*This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.*

**ARTICLE III - PURPOSES**

*This Corporation is organized for the following purpose:*

*a) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.*

PREPARED BY:  
ELOY A. FERNANDEZ, ESQ.  
782 N.W. LE JEUNE ROAD, SUITE 632  
MIAMI, FLORIDA 33126 FLORIDA  
BAR NO. 232181  
PHONE: (305) 448-1200

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b) To do all and everything necessary and proper for the accomplishment of any of the purpose or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary incidental to the protection and benefit of the Corporation, and in general, either alone or in association wit the other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

#### ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND EIGHT HUNDRED (1,800) shares of \$ 100.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

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**ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.**

*The street address of the corporation's initial registered office and principal office is: 782 NW Le Jeune Road, Suite 632, Miami, Florida 33126 and the name of the initial registered agent of the corporation at that office is: ELOY A. FERNANDEZ.*

**ARTICLE VIII- INITIAL BOARD OF DIRECTORS**

*This Corporation shall have ONE Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified is:*

<i>N A M E</i>	<i>A D D R E S S</i>
<i>ELOY A. FERNANDEZ</i>	<i>782 NW Le Jeune Road Suite 632 Miami, Florida 33126</i>

**ARTICLE IX- INCORPORATOR**

*The name and address of the person signing these Articles is:*

<i>N A M E</i>	<i>A D D R E S S</i>
<i>ELOY A. FERNANDEZ</i>	<i>782 NW Le Jeune Road Suite 632 Miami, Florida 33126</i>

**ARTICLE X- AMENDMENT**

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

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6<sup>th</sup> day of November, 2000.

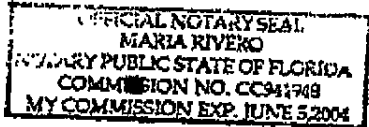
*[Signature]*  
ELOY A. FERNANDEZ

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

BEFORE ME, the undersigned authority, personally appeared ELOY A. FERNANDEZ, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator. and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth. (  ) who is personally known to me or (  ) who has produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 6<sup>th</sup> day of November, 2000.

*[Signature]*  
NOTARY PUBLIC, STATE OF FLORIDA  
MARIA RIVERO  
PRINT NAME:



HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:  
AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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 THIS 6<sup>th</sup> DAY OF NOVEMBER, 2000.

*[Signature]*  
ELOY A. FERNANDEZ

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