

PP00000114489



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 931669 7176625

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
00 DEC 14 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ORDER DATE : December 14, 2000

ORDER TIME : 10:58 AM

ORDER NO. : 931669-005

CUSTOMER NO: 7176625

CUSTOMER: Ms. Cyndy Marquez
Stokes, Mcmillan P.a.

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-12/14/00--01068--020
*****70.00 *****70.00

Suite 3750, One Biscayne Tower
Two South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: THE DIRESTA FAMILY CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
00 DEC 14 PM 12:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

12-14
2001

ARTICLES OF INCORPORATION
OF
THE DIRESTA FAMILY CORPORATION

FILED
00 DEC 14 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

The Diresta Family Corporation
2300 Indian Creek Blvd., West
#C-117
Vero Beach, Florida 32966

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to engage in business activities as permitted under the laws of the United States and Florida.

ARTICLE III

AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation shall be authorized to create and issue is one thousand (1,000) shares of common capital stock having a par value of One Dollar (\$1.00) per share. Each share shall confer upon its holder identical rights to receive distributions and to receive liquidation proceeds.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors of this Corporation, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

Two South Biscayne Boulevard
Suite 3750
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Paul M. Stokes

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTOR - NAME AND STREET ADDRESS

The name and street address of the initial member of the Board of Directors who shall hold office until his successors have been duly elected or appointed and have qualified are as follows:

Sherrill Oliver	2300 Indian Creek Blvd., West
	#C-117
	Vero Beach, Florida 32966

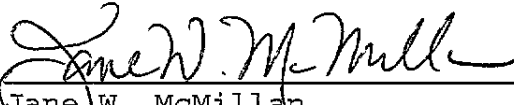
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Jane W. McMillan	Stokes, McMillan, Schiller & Maracini, P.A. 2 South Biscayne Blvd. #3750 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 13th day of December, 2000.



Jane W. McMillan
Incorporator

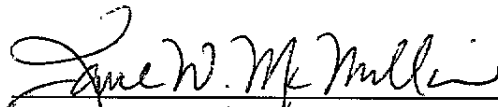
DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

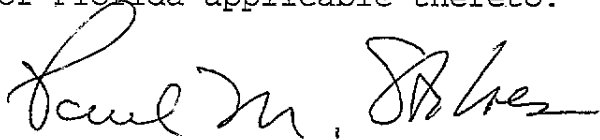
FILED
00 DEC 14 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, THE DIRESTA FAMILY CORPORATION, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2 South Biscayne Boulevard, Suite 3750, Miami, Florida, 33166, has named Paul M. Stokes, located thereat as its registered agent to accept service of process within this state.



Jane W. McMillan
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Paul M. Stokes
Registered Agent