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February 5, 2001

S	ERVICES	N NAME (S) AND DOCU	MENT NUMBER (S):			
1	Filing Evidence □ Plain/Confirmation	Copy	Type of Docum Certificate of St	atus R.		
	□ Certified Copy		*	036332012 12/05/0101037025 ****87.50 ****87.50 uments to Include		
	Retrieval Reques Photocopy		Articles & Ame □ Fictitious Name	endments		
	□ Certified Copy	-	□ Other	F DEP DIVISION		
	NEW FILINGS	AMENDMEN	VTS	RECEIVED		
x	Profit	Amendment		-5 -5		
	Non Profit	Resignation of	f RA Officer/Director	VED VED		
	Limited Liability	Change of Re	gistered Agent			
	Domestication	Dissolution/W	ithdrawal	<u> </u>		
	Other LP	Merger				
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	OTHER FILINGS	REGISTRAT	ION/QUALIFICATION			
	Annual Reports	Foreign	-	्र कृतिहास FEB 0.5 2001		
i	Fictitious Name	Limited Liabil	ity			
	Name Reservation	Reinstatement				
	Reinstatement	Trademark		」 り'		
		Other				

ARTICLES OF INCORPORATION

OF

CLEARWATER PARK, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is CLEARWATER PARK, INC. (the "Corporation").

The address of the principal office and the mailing address of the Corporation is 2828 Coral Way,

Penthouse Suite, Miami, Florida 33145.

<u>ARTICLE II - PURPOSE</u>

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

O1FEB -5 CMP:

<u>ARTICLE IV - INITIAL REGISTERED</u>

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name _ Address

Angel A. Hernandez 2828 Coral Way

Penthouse Suite

Miami, Florida 33145

<u>ARTICLE V - COMMENCEMENT</u>

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person.

The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

Name Address

Jorge M. Perez 2828 Coral Way

Penthouse Suite

Miami, Florida 33145

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

<u>Address</u>

Angel A. Hernandez

2828 Coral Way Penthouse Suite Miami, Florida 33145

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN	WITNESS	WHEREOF,	the	undersigned	has	executed	these	Articles	of
Incorporation this	day	of January, 2	001.	~		•			

Angel A. Hernandez, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

Angel A. Hernandez, Registered Agent

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