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February 26, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800003782498--6
-02/27/01--01068--004
*****78.50 *****78.50

Re: Articles of Incorporation of RYO Holdings, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of RYO Holdings, Inc. and a check in the amount of \$78.50 representing filing fees, Registered Agent Designation and for a certified copy of same.

Thank you for your cooperation.

Sincerely,



Donna Shaffer
Legal Assistant to
Raymond L. Robinson, Esq.

/ds
enclosures

FILED
01 FEB 27 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 3-1

FILED

**ARTICLES OF INCORPORATION
OF
RYO HOLDINGS, INC.**

01 FEB 27 AM 11:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I
Name and Address of Corporation**

The name of this corporation shall be RYO Holdings, Inc.

The principal place of business and address is 8912 S.W. 109 Avenue, Miami, Florida.

**ARTICLE II
Duration**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE III
Purpose**

The general nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V
Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI
Preemptive Rights

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

ARTICLE VII
Registered Agent and Office

The name and office address of this corporation's initial registered agent is Raymond L. Robinson, Esq., Robinson & Associates, P.A., 1501 Venera Avenue, Suite 300, Coral Gables, Florida 33146.

ARTICLE VIII
Incorporator

The name and address of the incorporator is Ryan M. Haloute, 8912 S.W. 109 Avenue, Miami, Florida.

ARTICLE IX
Board of Directors

The initial number of directors of this corporation shall be one (3). The number of Directors may be increased [or decreased] from time to time by resolution of the majority of the Stockholders but shall never be less than one.

The names and addresses of the initial member(s) of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME:

Ryan M. Haloute

Janine M. Haloute

Assad Haloute

ADDRESS:

8912 S.W. 109 Avenue
Miami, Florida

8912 S.W. 109 Avenue
Miami, Florida

8912 S.W. 109 Avenue
Miami, Florida

ARTICLE VIII
Officers and Address

The initial officer(s) and corporate address are as follows:

NAME:

Ryan M. Haloute, President

Janine M. Haloute, Vice President

Assad Haloute, Secretary / Treasurer

ADDRESS:

8912 S.W. 109 Avenue
Miami, Florida

8912 S.W. 109 Avenue
Miami, Florida

8912 S.W. 109 Avenue
Miami, Florida

ARTICLE IX
Subscribers

The name and address of the subscribers of these Articles of Incorporation are as follows:

NAME:

Ryan M. Haloute

Janine M. Haloute

ADDRESS:

8912 S.W. 109 Avenue
Miami, Florida

8912 S.W. 109 Avenue
Miami, Florida

Assad Haloute

8912 S.W. 109 Avenue
Miami, Florida

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendments

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the By-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the state of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 22 day of February, 2001.

x Ryan Haloute
Ryan M. Haloute, Incorporator

Having been designated as the registered agent in the above and foregoing articles, I am familiar with and accept the obligations of the position.

Raymond L. Robinson, Esq.
Registered Agent

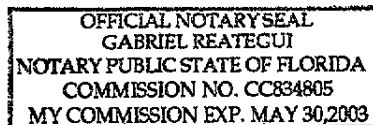
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Ryan M. Haloute, who is to me 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at _____ in the said County and State, this 22 day of February, 2001.

My Commission Expires:

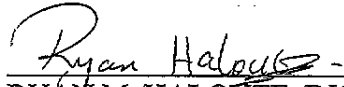
Gabriel Reategui
Notary Public, State of Florida



**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 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED;

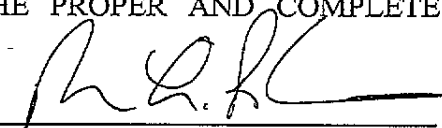
THAT **RYO HOLDINGS, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AT **8912 S.W. 109 AVENUE, MIAMI, FLORIDA** HAS NAMED **RAYMOND L.
ROBINSON, ESQ.**, LOCATED AT **ROBINSON & ASSOCIATES, P.A., 1501 VENERA
AVENUE, SUITE 300, CORAL GABLES, FLORIDA 33146**, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.



RYAN M. HALOUTE, INCORPORATOR

Dated 2-22-01

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.

Signature 

Raymond L. Robinson, Esq.
Title: Registered Agent

Dated 2-22-01

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01 FEB 27 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA