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**SMITH & SUPRAKI**  
PROFESSIONAL ASSOCIATION

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BOARD CERTIFIED  
REAL ESTATE LAWYER

STEVEN H. ROTHSTEIN  
ATTORNEY AT LAW

TELEPHONE  
(305) 792-0060  
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(305) 792-0061

March 9, 2001

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

*Via U.P.S. Overnight Delivery*

FILED  
MAR 12 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: BAMBUDA CORPORATION**

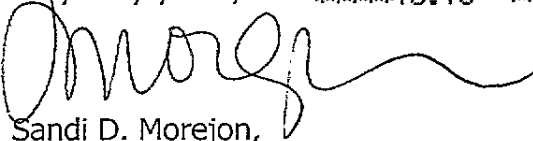
Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for **BAMBUDA CORPORATION**, along with a check in the amount of \$78.75, payable to Department of State.

Please file the original, certifying the copy and sending same back to this office.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,



Sandi D. Morejon,  
Legal Assistant

/sdm  
Enclosures

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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**ARTICLES OF INCORPORATION  
OF  
BAMBUDA CORPORATION**

**FILED**  
01 MAR 12 PM 1:08  
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**

The name of this corporation is: BAMBUDA CORPORATION. The principal place of business of this corporation shall be at 2884 S.W. 27<sup>th</sup> Avenue, Coconut Grove, FL 33133.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

**ARTICLE IV  
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

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**ARTICLE V**  
**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DURATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE VII**  
**DIRECTORS**

The number of directors of the corporation shall not be less than one or more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members 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 successor(s) are elected and have qualified, are:

**NAME**

**ADDRESS**

Angel J. Bagos

2884 S.W. 27<sup>th</sup> Avenue  
Coconut Grove, FL 33133

**ARTICLE VIII**  
**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

**NAME**

ANGEL J. BAGOS  
President/Secretary

**ADDRESS**

2884 S.W. 27<sup>th</sup> Avenue  
Coconut Grove, FL 33133

**ARTICLE IX**  
**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 already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X**  
**TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

**NAME**

ANGEL J. BAGOS

**ADDRESS**

2884 S.W. 27<sup>th</sup> Avenue  
Coconut Grove, FL 33133

**ARTICLE XIII**  
**INDEMNIFICATION**

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

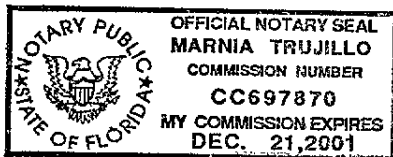
Dated this 9 day of March, 2001.

  
ANGEL J. BAGOS  
SUBSCRIBER


[illegible]

**BEFORE ME**, the undersigned Notary Public, personally appeared ANGEL J. BAGOS, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Miami-Dade County, Florida this 9<sup>th</sup> day of March, 2001.



\_\_\_\_\_, 2001.

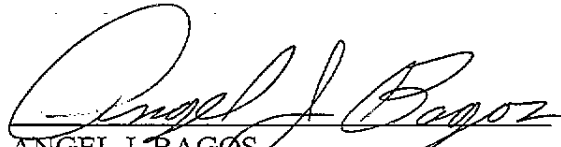
  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_  
Danna Treviño  
\_\_\_\_\_  
Print Name of Notary Public

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

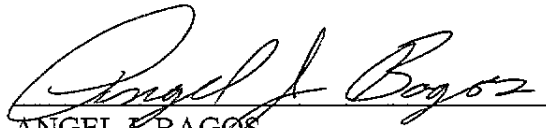
FILED  
01 MAR 12 PM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- THAT BAMBUDA CORPORATION, DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS LOCATED AT, 2884 S.W. 27<sup>th</sup> AVENUE, COCONUT GROVE, FL 33133,  
HEREBY NAMES ANGEL J. BAGOS, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA.

  
ANGEL J. BAGOS

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.

  
ANGEL J. BAGOS,  
REGISTERED AGENT  
DATED: \_\_\_\_\_