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ACCOUNT NO. : 072100000032

REFERENCE : 220696 121767A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : July 13, 2001

ORDER TIME : 10:27 AM

ORDER NO. : 220696-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Heather Irving  
Karp & Genauer, P.a.

Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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3000004474843--9

DOMESTIC FILING

NAME: KALI-MIAMI, INC.

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:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*15*  
*7/13/01*

ARTICLES OF INCORPORATION  
OF  
KALI-MIAMI, INC.

FILED

2001 JUL 13 PM 3:01

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation is KALI-MIAMI, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is 777 N.W. 72nd Ave., Suite 2BB-45, Miami, Florida 33126 and the corporation's mailing address is 777 N.W. 72nd Ave., Suite 2BB-45, Miami, Florida 33126.

ARTICLE III  
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

ARTICLE IV  
NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V  
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is Ten Thousand (10,000) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Each Holder of Common Stock shall have a preemptive right to acquire its pro rata share of any capital stock, or any instrument convertible into capital stock issued by the corporation.

ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Alhambra Registered Agents, Inc. c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VIII  
BYLAWS


The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX  
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of July, 2001.

**ALHAMBRA REGISTERED AGENTS, INC.**


By:   
Martin J. Genauer, Vice President

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT**

Kali-Miami, Inc., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, has named **Alhambra Registered Agents, Inc.**, located at c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134, as its registered agent within the State.

Having been named registered agent and to accept service of process for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts the appointment as registered agent, agrees to act in that capacity and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

**ALHAMBRA REGISTERED AGENTS, INC.**

By:   
Martin J. Genauer, Vice President

**FILED**  
2001 JUL 13 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA