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November 15, 2001

VIA FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

000004685730-6
-11/16/01-01075-002
*****78.75 *****78.75

Re: **ZACARIAS REAL ESTATE INVESTMENTS, LLC & ZACARIAS REAL ESTATE INVESTMENTS, INC.**

01 NOV 16 PM 12:55 EST
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Dear Gretchen:

Enclosed please find the Articles of Organization of ZACARIAS REAL INVESTMENTS, LLC. and the Articles of Incorporation of ZACARIAS REAL ESTATE INVESTMENTS, INC..

We have also enclosed our check to cover the filing fees for the above-referenced entities.

Please process these documents as soon as possible and send me confirmation that the entities have been filed via fax at (305) 221-5321.

Should you require additional information, please do not hesitate to contact our offices.

Very truly yours,

Ivette Halphen Leon, Esq.

:IHL

Enclosure

PO1-110139
BA 11/16

ARTICLES OF INCORPORATION
OF
ZACARIAS REAL ESTATE INVESTMENTS, INC.

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

ZACARIAS REAL ESTATE INVESTMENTS, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

Section 1. The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and

Document Prepared By:
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Associates, P.A.
2450 S.W. 137th Avenue, Suite 226
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B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&P REGISTERED AGENT, INC.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VI
MAILING ADDRESS AND PRINCIPAL OFFICE
OF THE CORPORATION

The mailing address of the Corporation is the principal office of the Corporation as of the date of execution of these Articles:

11919 SW 130th Street
Miami, Florida, 33186

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

MANUEL Z. SOLARES
11919 SW 130TH STREET
MIAMI, FLORIDA, 33186

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The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

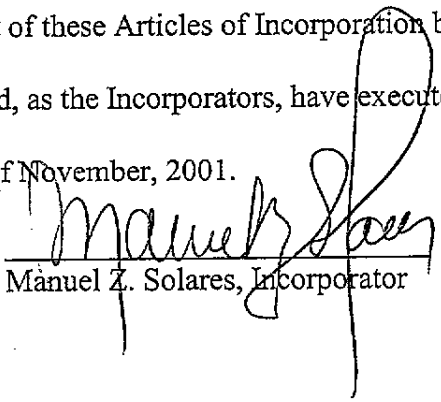
The name and address of the incorporator of the corporation is:

MANUEL Z. SOLARES
11919 SW L30TH STREET
MIAMI, FLORIDA, 33186

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 15th day of November, 2001.


Manuel Z. Solares, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

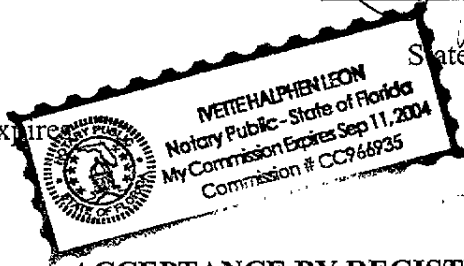
BEFORE ME, a Notary Public, personally appeared MANUEL Z. SOLARES, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 15th day of November, 2001.

Ivette Halphen Leon

Notary Public
State of Florida at Large

My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ZACARIAS REAL ESTATE INVESTMENTS, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 15th day of November, 2001.

Ivette Halphen Leon

Ivette Halphen Leon, President
A&P Registered Agent, Inc.

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