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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

villa grande, inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight DEC -7 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 7, 2001

EMPIRE

SUBJECT: VILLA GRANDE, INC.
REF: W01000027914

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H01000119640
ARTICLES OF INCORPORATION

OF

VILLA GRANDE, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

VILLA GRANDE, INC.

The mailing address for the Corporation is:

18755 Biscayne Blvd., Aventura Florida 33180

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

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ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (1,000) shares of Common Stock, each share having \$0.01 par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Barry Goldstein	18755 Biscayne Blvd., Aventura, Florida 33180	1

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the 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 qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Barry Goldstein	18755 Biscayne Blvd. Aventura, Florida 33180

ARTICLE X

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 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 XI

INITIAL REGISTERED OFFICE AND AGENT

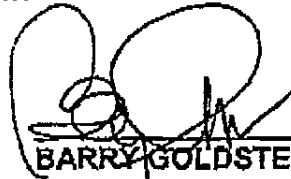
The street address of the initial registered office of this corporation is 18755 BISCAYNE BLVD., AVENTURA, FLORIDA 33180 and the name of the initial Registered Agent of this corporation at that address is BARRY GOLDSTEIN.

ARTICLE XII

INDEMNIFICATION

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

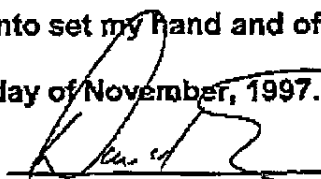
DATED: November 29, 2001


BARRY GOLDSTEIN

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared BARRY GOLDSTEIN, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 29th day of November, 1997.


Notary Public, State of
Florida at Large

My Commission Expires:



David Shurgin
Commission # CC 949012
Expires June 28, 2004
Resided thru
Atlantic Bonding Co., Inc.


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VILLA GRANDE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
_____ MAY BE SERVED _____

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

FIRST, THAT VILLA GRANDE, INC. IS DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED BARRY
GOLDSTEIN, AT 18755 BISCAYNE BLVD., AVENTURA, FLORIDA 33180, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: 
BARRY GOLDSTEIN
Title: Subscriber
Date: November 29, 2001

Having been named to accept services 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: 
BARRY GOLDSTEIN
(Registered Agent)
Date: November 29, 2001

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