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LAZARUS CORPORATE FILING SERVICE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PALMETTO BAY INVESTMENTS INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

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02 JAN 16 AM 10: 29  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*[Handwritten Signature]*  
1/16/02

Examiner's Initials

ARTICLES OF INCORPORATION

OF

PALMETTO BAY INVESTMENTS, INC.

The undersigned, has executed the following document as incorporator of the above named Florida corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this Florida Corporation shall be:

PALMETTO BAY INVESTMENTS, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - COMMENCEMENT DATE

Corporate existence shall commence on the date of the filing of the Articles with the Department of State in the State of Florida.

ARTICLE IV - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue a maximum of Three Thousand (3,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - INITIAL REGISTERED AGENT, OFFICE AND MAILING ADDRESS OF CORPORATION

This corporation's initial registered agent, registered street address in the State of Florida shall be:

Carlos A. Rodriguez  
7035 Glen Eagle Drive  
Miami Lakes, Florida 33014

The mailing address and principal office of this corporation shall be:

7035 Glen Eagle Drive  
Miami Lakes, Florida 33014

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation's Initial Board of Directors shall consist of (2) members. The number of directors may be either increased or diminished from time to time by vote of the shareholders, but shall never be less than one (1). The names and addresses of the Initial Board of Directors of this corporation are:

Carlos A. Rodriguez  
7035 Glen Eagle Drive  
Miami Lakes, Florida 33014

Luis M. Rubalcabal  
17833 S Dixie Highway  
Miami, Florida 33157

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Carlos A. Rodriguez  
7035 Glen Eagle Drive  
Miami Lakes, Florida 33014

ARTICLE X - BYLAWS

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

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all shares entitled to vote at the meeting.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation has executed these Articles of Incorporation at Miami, Dade County, Florida on this 8 December, 2001.

  
\_\_\_\_\_  
CARLOS A. RODRIGUEZ

CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/OFFICE

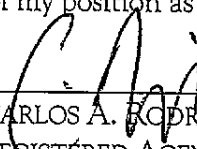
Corporation:

Palmetto Bay Investments, Inc.

Registered Agent/Office:

Carlos A. Rodriguez  
7035 Glen Eagle Drive  
Miami Lakes, Florida 33014

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as resident agent.

  
\_\_\_\_\_  
CARLOS A. RODRIGUEZ  
REGISTERED AGENT  
DATE: DECEMBER 8, 2001

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