

P02000017166

TIARA ENTERPRISES, INC

977 S.W. 114th Terrace
Davie, Florida 33325

Florida Department of State
Division of Corporation
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

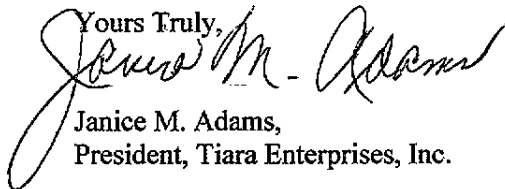
300004899283--5
-02/11/02--01047--022
*****78.75 *****78.75

February 6, 2002

Dear Sirs:

Enclosed please find an original and a copy of the Articles of Incorporation for the following corporation: Tiara Enterprises, Inc.

I have also enclosed a check in the amount of \$ 78.75 to cover the costs of the filing fees. We thank you for all of your help in handling this matter for our corporation.

Yours Truly,

Janice M. Adams,
President, Tiara Enterprises, Inc.

FILED
02 FEB 11 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

02-14-02 /

B

**ARTICLES OF INCORPORATION
OF
TIARA ENTERPRISES, INC.**

The undersigned Person, acting as incorporator of a corporation organized under the laws of the Great State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be: TIARA ENTERPRISES, INC.

ARTICLE II

SHARES

The total number of shares which the corporation shall have authority to issue is 50,000 shares with a par value of one dollar (\$1.00) per share. All stock that this corporation issues is issued under section IRC 1244 and any all losses will be known as NOL losses as far as taxes or tax returns and any K-1 losses if any.

ARTICLE III

REGISTERED OFFICE AND AGENT OF THIS CORPORATION

The street address of the office of this corporation will be as follows

977 S.W. 114th Terrace

Davie, Florida 33325

**THE REGISTERED AGENT FOR THIS CORPORATION NAME AND
ADDRESS ARE AS FOLLOWS:**

Janice M. Adams

977 S.W. 114th Terrace

Davie, Florida 33325

(954) 474-7076

**02 FEB 11 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA**

FILED

ARTICLE IV

PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the Great State of Florida

ARTICLE V

DIRECTORS

The name and residence of the Director of this corporation is as follows:

(954) 474-7076

Janice M. Adams

977 S.W. 114th Terrace ,

Davie, Florida 33325

Roy F. Adams Sr.

977 S.W. 114th Terrace

Davie, Florida 33325

ARTICLE VI

LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit. Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII

Preemptive rights The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Directors or Officers Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the same price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporations registered agent at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal which shall be affixed to all deeds, leases, contracts, assets transferred to this corporation, mortgages, and any other instruments affecting or relating to any action that is or could effect the corporation that sealing will be used for any and all real estate that this corporation may purchase or transfer into this corporation.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the president or the vice president and the secretary or treasurer. All other instruments executed by the corporation, including a release of any mortgage or liens, may be executed by the president or vice president. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer or agent that are specifically designated by resolution of the board of directors.

CERTIFICATION

I certify that I have read the above articles of incorporation and that they are true to fact and content and they are correct to the best of my knowledge.

Roy F. Adams Sr. L.S.

Roy F. Adams Sr.

Janice M. Adams L.S.

Janice M. Adams 977 S.W. 114th Terrace

Incorporators Davie, Florida 33325

STATE OF FLORIDA, COUNTY OF BROWARD

Subscribed and sworn to (or affirmed) before me this 6th day of February, 2002

Richard Berardi RICHARD BERARDI

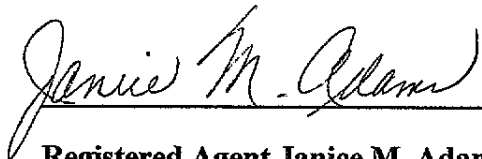


**DESIGNATION OF AND ACCEPTANCE BY THE CORPORATIONS
REGISTERED AGENT**

The following is submitted in compliance with the laws of the Great State of Florida, a corporation organized under the laws of The Great state of Florida, with its principle offices located at 977 S.W. 114th Terrace, in the county of Broward, Town of Davie, Florida 33325. As its agent to accept any and all service of process within this state.

ACCEPTANCE OF THE DUTIES OF REGISTERED AGENT

I, Janice M. Adams , agree to accept the duties as the Registered Agent for the corporation known as JANICE M. ADAMS and I agree to accept service of process, and agree to keep open my office during normal and prescribed business hours and to post my name and any other officer of said corporation authorized to accept service of process at the above designated address in a conspicuous place in plain site in the office, as required by the laws of the Great State of Florida.

 L.S.

Registered Agent Janice M. Adams

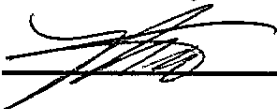
DL# A352-499-37-758-0

STATE OF FLORIDA

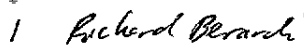
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this 6th day of February, 2002, personally appeared Janice M. Adams who after duly sworn, deposes and stated that the facts and matters contained above are true and correct and that she has executed the same for the purposes expressed herein.

WITNESS, my hand and official seal this 6th day of February, 2002



Notary Public State of Florida



Print your name above

FILED
02 FEB 11 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

