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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

miamiborders, inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
MIAMI BORDERS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

**ARTICLE I**

The name of the proposed corporation is:

**MIAMI BORDERS, INC.**

**ARTICLE II**

This corporation shall have perpetual existence beginning on:

**Date of incorporation.**

**ARTICLE III**

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

**ARTICLE IV**

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock, with a par value of \$1.00 per share.

**ARTICLE V**

The principal place of business and mailing address of this corporation shall be:

**10830 S. W. 41<sup>ST</sup> Terrace, Miami, Florida 33165**

or at such other place as may later be designed by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

**ARTICLE VI**

The name of the initial registered agent of this corporation shall be:

**JOAQUIN O. OBJIO**

whose address shall be the address of the registered and principal office of this corporation.

**JORGE E. BLANCO, P.A.  
1401 Ponce De Leon Blvd., #202  
Coral Gables, Florida 33134  
Telephone No.: (305) 444-0044  
Florida Bar No.: 197807**

#### ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and not more than 3, as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

#### ARTICLE VIII

The names and street addresses of the first Board of Directors who subject to the provisions of these articles of incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

##### DIRECTORS:

NAMES	ADDRESS
<u>JOAQUIN O. ORJIO</u>	<u>10850 S. W. 41<sup>st</sup> Terrace, Miami, Florida 33165</u>
<u>JOSE RAFAEL MIGUEZ</u>	<u>4021 S. W. 117<sup>th</sup> Avenue, Miami, Florida</u>

#### ARTICLE IV

The name and street address of each incorporator of this corporation is:

NAMES	ADDRESS
<u>JOAQUIN O. ORJIO</u>	<u>10850 S. W. 41<sup>st</sup> Terrace, Miami, Florida 33165</u>

#### ARTICLE X

The By-Laws of this Corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

#### ARTICLE XI

This Corporation shall have, in addition to a President, Vice-President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a president, a secretary or a treasurer shall not affect the existence of the corporation.

#### ARTICLE XII


All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIII

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, or proceedings, of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director of the corporation, (whether or not he is a Director of the Corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her).

However, an exception is made to the above in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him/her as such Director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these ARTICLES OF INCORPORATION, this 24<sup>th</sup> day of June, 2002.

  
JOAQUIN O. OBJIO, Subscriber

STATE OF FLORIDA

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)SS

COUNTY OF MIAMI-DADE

)

I HEREBY CERTIFY, that on the 24<sup>th</sup> day of June, 2002, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments:

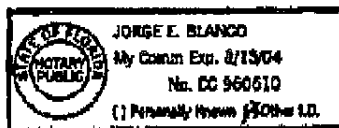
JOAQUIN O. OBJIO

to me well known and known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged that she signed and executed the same for the uses and purposes herein stated and who produced a Florida Driver's License, as identification..

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



TOTAL P.05

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That **MIAMI BORDERS, INC.**, desiring to organize under the laws of the State of Florida, and with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named **JOAQUIN O. OBJIO**, located at: 10830 S. W. 41<sup>ST</sup> Terrace, Miami, 33165 State of Florida, as its Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:



**JOAQUIN O. OBJIO, Registered Agent**

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