

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PD20000083833

3245 Management LTD Corp

FILED

02 AUG -2 PM 12:41

SECRETARY OF STATE
TALLAHASSEE FLORIDA

300006816653--4

01/31/2002 01049-005
*****78.75 *****78.75

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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Signature _____

Requested by: AW

7/31

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

D. WHITE AUG -2 2002

W0222084

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 31, 2002

CAPITAL CONNECTION, INC.

SUBJECT: 3245 MANAGEMENT LTD., CORP.
Ref. Number: W02000022084

RECEIVED
02 AUG - 2 PM 12: 26
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We have received your document for 3245 MANAGEMENT LTD., CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 802A00046162

Corrected

**ARTICLES OF INCORPORATION OF
3245 MANAGEMENT, CORP.**

FILED
02 AUG -2 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

3245 MANAGEMENT, CORP.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued.

All shares issued shall be fully paid and non-assessable.

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1320 South Dixie Highway
Suite 715
Coral Gables, FL 33146
(305) 665-3604

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 8500 S.W. 107th Street, Miami, FL 33156. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

Samuel A. Persaud, Esq.
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ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

JAMES BLACK -	8500 S.W. 107th Street
	Miami, FL 33156

ARTICLE IX - INITIAL OFFICERS

The name and address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

JAMES BLACK -	8500 S.W. 107th Street
Pres./Sec./Treas.	Miami, FL 33156

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

SAMUEL A. PERSAUD, ESQ.	1320 South Dixie Highway, Ste. 715
	Coral Gables, FL 33146

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1320 South Dixie Highway
Suite 715
Coral Gables, FL 33146
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ARTICLE XI - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII - 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be 1320 South Dixie Highway, Suite 715, Coral Gables, Florida 33146. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

Samuel A. Persaud, Esq.
PERSAUD & DECKER
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ARTICLE XIV - SERVICE OF PROCESS

All legal service shall be made upon **SAMUEL A. PERSAUD, ESQ.**, 1320 South Dixie Highway, Suite 715, Coral Gables, Florida 33146.

ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

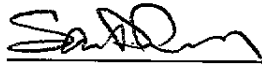
Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled

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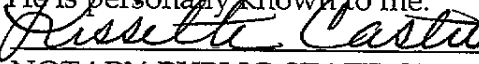
by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were
executed this 1 day of August, 2002.

By: 
Samuel A. Persaud, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1 day of August,
2002 by SAMUEL A. PERSAUD. He is personally known to me.


NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My Commission Expires:



Lissette Castro
Commission # CC 890161
Expires Dec. 1, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Samuel A. Persaud, Esq.
PERSAUD & DECKER
1320 South Dixie Highway
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
AUG -2 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

FIRST: **3245 Management, Corp.**, WITH ITS PRINCIPAL PLACE OF BUSINESS AT,
8500 S.W. 107TH STREET, MIAMI, STATE OF FLORIDA, HAS NAMED SAMUEL A.
PERSAUD, ESQ., LOCATED AT 1320 SOUTH DIXIE HIGHWAY, SUITE 715, CITY OF
CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS.


DATED: August 1, 2002.



Samuel A. Persaud, Esq., Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE 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.

DATED: August 1, 2002.

By: 

Samuel A. Persaud, Esq., Registered Agent
Fla. Bar No. 936881

Samuel A. Persaud, Esq.
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