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SECRETARY OF STATE TALLAHASSEE, FLORIDA

Florida Department of State

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694 Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

south cumberland corp.

Certificate of Status	0
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ARTICLES OF INCORPORATION OF SOUTH CUMBERLAND CORP.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: South Cumberland Corp., a Florida corporation. Corporate Address: 240 East Flagler Street, Miaml, Florida 33131.

ARTICLE II. NATURE OF BUSINESS.

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

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: August 21, 2002

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

The stock of this corporation shall be known as Common Stock. A. Designation:

The maximum number of shares of Common Stock that this corporation may B. Authorized:

Issue is: 750 shares.

Each share of Common Stock shall have a par value of \$10.00. C. Par Value:

Shares of Common Stock may be issued in exchange for cash, real property. D. Consideration: labor or services rendered, or any other combination of the foregoing. In the

absence of fraud in the transaction, the judgment of the Board of Directors as to

the value of any such consideration shall be conclusive.

Stock shall be issued in exchange for E. Non-assessability: Each share of Common

consideration which is at least equal to the par value thereof, and shall be

fully paid and non-assessable.

Each share of Common Stock shall entitle the record holder thereof, to one vote F. Voting Rights:

upon each proposal presented at meetings of the stockholders of the corporation.

Record holders of Common Stock are entitled to receive their pro-rata share of G. Dividends: any dividends that may be declared by the Board of Directors out of assets

legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or

dissolution of this corporation, to receive their pro-rata share of any assets of

of this corporation remaining after payment of all corporate

debts and obligations.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 240 East Flagler Street. Miami, FL 33131 and the name of the Initial Registered Agent of this corporation at that address is Cesar R. Camacho, Esq.

ARTICLE VI. DIRECTORS.

This corporation shall have initially One Director. The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Initial Directors of this corporation is:

> Cesar R. Camacho, President, Secretary and Director 240 East Flagler Street, Miami, Florida 33131

> > ARTICLE VII. INITIAL SUBSCRIBER.

The name and address of the Initial Subscriber of these Articles of Incorporation is:

Cesar R. Camacho, Esquire 240 East Flagler Street Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of August 2002.

STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Cesar R. Camacho, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the abovenamed person: Personal Knowledge, and that an oath (was) (was not) taken.

Notary Believe Staniseau NANCY OTERO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. DD134334 MY COMMISSION EXP. JULY 26,2006

Printed Notary Signature

Witness my hand and seal in the County and State last aforesaid this 21st day of August 2002.

MIAMI FLORIDA BELEL

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FAX (3051 374-5173

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

02 AUG 21 AM 8: 17 SECRETARY OF STATE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned comporation, ORIDA organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First - That South Cumberland Corp. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Cesar R. Camacho, Esq., located at 240 East Flagler Street, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

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 STATUES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:_

Cesar R. Camacho, Registered Agent

This Instrument was prepared by: Cesar R. Camacho, Esq. 240 East Flagler Street Miami, Florida 33131 Florida Bar No. 198005

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