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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA**FLORIDA PROFIT CORPORATION OR P.A.****A & M COUNTRY ESTATES, CORP.**

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ARTICLES OF INCORPORATION  
OF  
A & M COUNTRY ESTATES, CORP.  
a Florida corporation

ARTICLE I. CORPORATE NAME.

The name of this corporation is: A & M COUNTRY ESTATES, CORP.

Corporate Address: 15700 SW 43 STREET, MIAMI, FLORIDA 33185

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:

SEPTEMBER 16, 2002

ARTICLE IV. CAPITAL STOCK.

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

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 500.
- C. Par Value: Each share of Common Stock shall have NO par value.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, 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.
- E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

Prepared By:  
Ana Maria Camacho, Esq.  
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9192 Coral Way - Suite 201  
Miami, FL. 33165  
(305) 227-0727

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F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of 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 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: 15700 S.W. 43 STREET MIAMI, FLORIDA 33185 and the name of the Initial Registered Agent of this corporation at that address is MARIA VALIENTE.

#### 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.

#### ARTICLE VII. INITIAL SUBSCRIBER.

The name and address of the Initial Subscriber of these Articles of Incorporation is: MARIA VALIENTE at 15700 SW 43 STREET, MIAMI FLORIDA 33185.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13TH day of SEPTEMBER, 2002.

  
Subscriber- MARIA VALIENTE

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 MARIA VALIENTE, 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 above-named person: DL# Personal Knowledge and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 13TH day of SEPTEMBER, 2002.

NOTARY PUBLIC - STATE OF FLORIDA  
ANA M. CAMACHO  
COMMISSION # CC774103  
EXPIRES 02/27/2002  
BANNER TOWER AKA 1-800-NOTARYS

  
Notary Signature

Ana M. Camacho  
Printed Notary Signature

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, 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 A&M COUNTRY ESTATES CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named MARIA VALIENTE located at 15700 S.W. 43 STREET, MIAMI, FLORIDA 33185 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 STATUTES 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:

*Maria Valiente*  
MARIA VALIENTE as Registered Agent

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 MARIA VALIENTE 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 above-named person: D.L.# Personal Knowledge and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 13TH day of SEPTEMBER, 2002.

*Ana M. Camacho*  
Notary Signature

*Ana M. Camacho*  
Printed Notary Signature

NOTARY PUBLIC - STATE OF FLORIDA  
ANA M. CAMACHO  
COMMISSION # 02774102  
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