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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Carles Homes, Inc.

Certificate of Status	1
Certified Copy	0
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Estimated Charge	\$78.75

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20/11/02

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Carles Homes, Inc.

Article II. Address

The Corporation's mailing address is:
Carles Homes, Inc.
12391 SW 108 Avenue
Miami FL 33186

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Leslie Villasuso
12391 SW 108 Avenue
Miami FL 33186

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Reinaldo M. Carles

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

David Elder | FL Bar Member 272442
Elder, Kurzman and Vaccarella, PA
601 Brickell Key Drive, Suite 401
Miami FL 33131
305-373-6085

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

David Elder
Elder, Kurzman and Vaccarella, PA
601 Brickell Key Drive, Suite 401
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 5, 2002.

The undersigned incorporator executed these Articles of Incorporation on November 5, 2002.



DAVID ELDER
by T. Baczas attorney-in-fact

David Elder | FL Bar Member 272442
Elder, Kurzman and Vaccarella, PA
601 Brickell Key Drive, Suite 401
Miami FL 33131
305-373-6065

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


CORPORATION:

Carles Homes, Inc.

REGISTERED AGENT/OFFICE:

Leslie Villasuso
12391 SW 108 Avenue
Miami FL 33186

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LESLIE VILLASUSO
by T. Baez as attorney-in-fact

Date: November 5, 2002

David Elder | FL Bar Member 272442
Elder, Kurzman and Vaccarella, PA
601 Brickell Key Drive, Suite 401
Miami FL 33131
305-373-6065

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