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Florida Department of State  
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## To:

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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

IRL PEMBROKE FALLS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**IRL Pembroke Falls, Inc.**

**ARTICLE I  
NAME**

The name of this corporation is: **IRL Pembroke Falls, Inc.**

**ARTICLE II  
PRINCIPAL MAILING ADDRESS OF BUSINESS**

The principal mailing address of business for this corporation is: **IRL Pembroke Falls, Inc., 1500 San Remo Ave., Suite 177, Coral Gables, FL 33146.**

**ARTICLE III  
DURATION**

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

**ARTICLE IV  
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V  
CAPITAL STOCK**

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

Prepared by: **Pablo R. Bared, Esq., Bared and Assoc., PA  
1500 San Remo, #177, Coral Gables, FL 33146  
Telephone (305)666-6010**

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**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1500 San Remo Ave. #177 Coral Gables, FL 33146, and the name of the registered agent of this corporation is Bared and Assoc., PA.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director of this corporation is:

Director: Ivia R. Laydera  
1500 San Remo Ave., Suite 177  
Coral Gables, FL 33146

Director: Oswaldo J. Artiles C.  
1500 San Remo Ave., Suite 177  
Coral Gables, FL 33146

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Pablo R. Bared, Esq., 1500 San Remo Ave., Suite 177, Coral Gables, FL 33146.

**ARTICLE IX**  
**BYLAWS**

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

Prepared by: Pablo R. Bared, Esq., Bar #739405 Bared and Assoc. PA  
1500 San Remo Ave., #177, Coral Gables FL 33146  
Telephone (305)666-6010

**ARTICLE X  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

**ARTICLE XI  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18<sup>th</sup> day of November 2002.

  
\_\_\_\_\_  
Pablo R. Bared, Esq. Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 18<sup>th</sup> day of November 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

Prepared by:  
Pablo R. Bared, Esq. Bar #739405  
Bared and Assoc., PA  
1500 San Remo Avenue  
Suite 177  
Coral Gables, FL 33146  
Telephone (305)666-6010



Lourdes Martinez  
My Commission D0017780  
Expires April 15, 2005

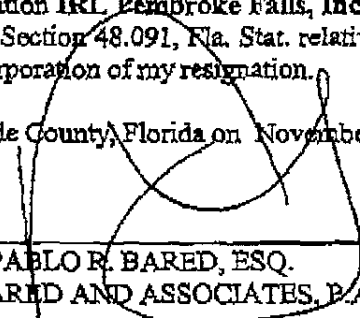
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**ACCEPTANCE OF REGISTERED AGENT**  
**FOR**  
**IRL Pembroke Falls, Inc.**

Having been named to accept service of process for IRL Pembroke Falls, Inc., Pursuant to Article VI of the Articles of Incorporation IRL Pembroke Falls, Inc., I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

**DATED** in Coral Gables, Dade County, Florida on November 18, 2002.

  
\_\_\_\_\_  
PABLO R. BARED, ESQ.  
FOR BARED AND ASSOCIATES, P.A.

Prepared by:  
Pablo R. Bared, Esq. Bar #739405  
Bared and Assoc., PA  
1500 San Remo Ave.  
Suite 177  
Coral Gables, FL 33146  
Telephone (305)666-6010

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