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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : ALEJANDRO NUNEZ, P.A.
Account Number : I19990000137
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FLORIDA PROFIT CORPORATION OR P.A.

1945, INC.

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SECTION 77
DIVISION OF CORPORATIONS

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|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 01 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION OF
1945, INC.

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be 1945, INC. The address of the corporation shall be:

7420 SW 142 AVENUE
MIAMI, FLORIDA 33183

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - SHARES OF STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 par value.

ARTICLE IV - DURATION

The Corporation is to have perpetual existence, commencing upon the filing of these Articles with the Department of State.

ARTICLE V - REGISTERED OFFICE AND AGENTS

The name and address of the Corporation's initial registered agent is as follows:
Alejandro Nunez, Esq., 250 Giralda Avenue, 2nd Floor, Coral Gables, FL 33134.

Prepared By: Alejandro Nunez, Esq., 250 Giralda Avenue, Coral Gables, FL 33134
Phone: (305) 774-6222 Florida Bar No. 768812

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE VI - RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

ALEJANDRO NUNEZ, ESQ.
250 Giralda Avenue, 2nd Floor
Coral Gables, FL 33134

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By Laws adopted by the Stockholders.

ARTICLE VIII - DIRECTORS AND OFFICERS

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

PRES./SEC/DIR:

LUIS SARDINAS
7420 SW 142 AVENUE
MIAMI, FLORIDA 33183

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation as incorporator is:

ALEJANDRO NUNEZ
7420 SW 142 AVENUE
MIAMI, FLORIDA 33183

ARTICLE X - 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 by the stockholder's 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 to these Articles of Incorporation be made.

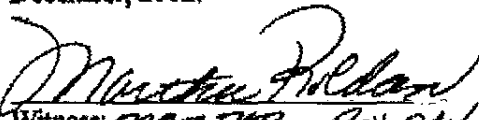
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ARTICLE XII. PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which they already holds, have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 9TH day of December, 2002.


Witness: MARCIA L. TAPIA
Witness: MARCIA L. TAPIA


Alejandro Nunez, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act: That 1945, INC., is desiring to organize under the laws of the State of Florida with its principal office, located at 7420 SW 142 AVENUE, MIAMI, FLORIDA 33183, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, and has named ALEJANDRO NUNEZ, ESQ., located at 250 Giralda Avenue, 2nd floor, Coral Gables, FL, 33134, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ALEJANDRO NUNEZ, ESQ.
Registered Agent

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DIVISION OF CORP. AFFAIRS
STATE OF FLORIDA

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