

PO3000007234

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(Address)

(City/State/Zip/Phone #)

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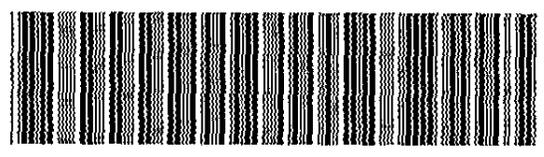
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RUBIO INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 Pick up time 2.00
 Certified Copy
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

CERTIFICATE OF INCORPORATION
OF

RUBIO INC.

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following articles.

ARTICLE I

The name of this corporation shall be RUBIO INC. and its principal place of business shall be in South Florida with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its By-Laws.

ARTICLE III

The total authorized capital stock of this corporation shall be one thousand shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin shall be not less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be:

8390 NW 53rd Street, Suite 105
Miami, FL 33166

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TALLAHASSEE, FLORIDA

ARTICLE XI1

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written notice.

ARTICLE XI11

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV

RIGHT OF SHAREHOLDER DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, as provided for in Article XI1.

ARTICLE XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this corporation.

ARTICLE XVI1

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVI11

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXI

AMENDMENT

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

ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

4260 SW 154th Court
Miami, FL 33185

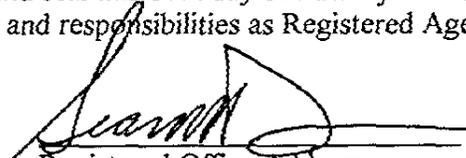
ARTICLE XXIII

The name and address to the subscriber to these Articles is:

Sean Davis
7590 NW 186th Street, Suite 207
Miami Lakes, FL 33015

ARTICLE XXIV

The Registered Agent of this corporation is Sean Davis. I the above named subscriber and Registered Agent hereunto set my hand and seal this 10th day of January 2003. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



Registered Office Address
7590 NW 186th, Suite 207
Miami Lakes, FL 33015.

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