

Mar 31 03 11:20p
Division of Corporations

EXPRESS

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

RODELAG-MIAMI, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

FOR

RODELAG-MIAMI, INC.

ARTICLE I-NAME: The name of the Corporation is:

RODELAG-MIAMI, INC.

ARTICLE II-EXISTENCE: This Corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE: This Corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV-CAPITAL STOCK: This Corporation is authorized to issue 10 shares at \$0 par value, common stock.

ARTICLE V-UPON LIQUIDATION OR DISSOLUTION: In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PRE-EMPTIVE RIGHTS: Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII-INITIAL REGISTERED AND BUSINESS OFFICE: The street address of the initial business address of this corporation is: 6308 NW 1st Place, Miami, FL

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33150. The name and address of the initial registered agent of this corporation address is: Lazaro J. Lopez, Esq., 3663 SW 8 Street, Suite 206, Miami, FL 33135.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided for by the Bylaws. The names and addresses of the initial director of this corporation:

Rodolfo H. de la Guardia

6308 NW 1st Place
Miami, FL 33150

ARTICLE IX-INCORPORATORS & SUBSCRIBERS: The name and address of the person signing these Article are:

Rodolfo H. de la Guardia

6308 NW 1st Place
Miami, FL 33150

ARTICLE X-BYLAWS: The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK: Shares of capital stock of this corporation shall be issued initially to the following persons in the amount described below:

Rodolfo H. de la Guardia

10 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

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ARTICLE XII-CUMULATIVE VOTING: At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS: Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM & VOTING: Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28th day of March, 2003


Rodolfo H. de la Guardia

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgment, personally appeared Rodolfo H. de la Guardia, to

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me known to be the persons described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 28th day of March, 2003.

My Commission Expires:




NOTARY PUBLIC, State of
Florida at Large

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SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS NAMING
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted,
in compliance with said Act:

First-That Rodolfo de la Guardia, desiring to organize under the laws of the State
of Florida with its principal office, as indicated in the articles of incorporation at
County of Miami-Dade, State of Florida, has named Lazaro J. Lopez, Esq., located at
3663 SW 8 Street, Suite 206, Miami, FL 33135, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

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

BY:


Registered Agent