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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 : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

miramar investors, inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAY 28 PM 4:03

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Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**

**OF**

**MIRAMAR INVESTORS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I - NAME:**

The name of this corporation shall be **MIRAMAR INVESTORS, INC.**

**ARTICLE II - PURPOSE:**

This corporation is organized for the purpose of real estate investments but shall also be authorized to transact any and all lawful business for which corporations may be incorporated in the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The initial principal office of the corporation is: 7445 SW 147 ST, Miami, FL 33158; the principal office address may be changed from time to time by the Board of Directors.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value. The number and classes of shares may be either increased or diminished from time to time by the Board of Directors and the stockholders as provided by law or as provided for in the By-laws of the corporation.

**ARTICLE V - PREEMPTIVE RIGHTS and RESTRICTION OF SHARES**

Every shareholder, upon the sale for cash or other value of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

The shares of common stock shall be restricted to the extent that the same shall not be sold, issued, transferred, assigned, pledged or hypothecated or negotiated in any manner without the written consent of the shareholders, the Board of Directors and the

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corporation.

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

The address of the initial registered office of the corporation is: 7445 SW 147 ST, Miami, FL 33158; and the name of the initial registered agent of this corporation at that address is: Eduardo Dennis.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Board of Directors and the stockholders as provided by law or as provided for in the By-laws or as provided for in any agreement among them, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Eduardo Dennis  
7445 SW 147 ST  
Miami, FL 33158

President/Secretary

Manuel F. Fernandez  
8450 SW 74 TR  
Miami, FL 33143

Vice-President/Treasurer

**ARTICLE VIII - DURATION**

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Eduardo Dennis, 7445 SW 147 ST, Miami, FL 33158.

**ARTICLE X - BY-LAWS**

The power to adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Stockholders.

**ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended as provided by law.

**ARTICLE XII - VOTING RIGHTS**

The entire voting power for the election of director(s) and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation this 20 day of May, 2003.

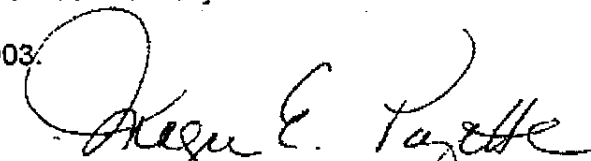
  
EDUARDO DENNIS, Incorporator

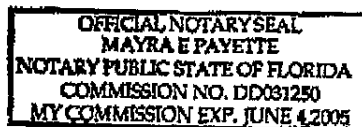
STATE OF FLORIDA       )  
  SS  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 20th day of May, 2003, by Eduardo Dennis, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on this 20th day of May, 2003.

My Commission Expires:

  
Notary Public, State of Florida



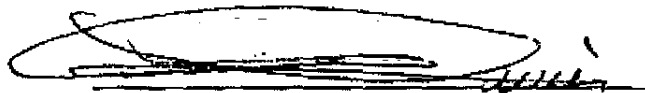
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**CERTIFICATE DESIGNATING PLACE  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

Having been named Registered Agent and authorized to accept service of process for **MIRAMAR INVESTORS, INC.**, at the place designated in its Articles of Incorporation, I hereby agree to act in this capacity and to comply with the provisions of F.S. §607.0505, as amended and all statutes relative to the proper and complete performance of my duties.

Executed on this 20th day of May, 2003.



Eduardo Dennis, Registered Agent  
7445 SW 147 ST  
Miami, FL 33158

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03 MAY 28 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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