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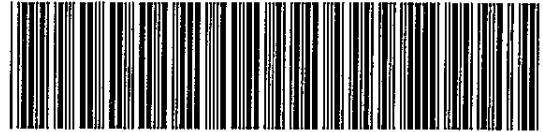
(Business Entity Name)

(Document Number)

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LAW OFFICES  
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SUITE 304  
AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW  
OF COUNSEL  
WILLIAM J. SEGAL

(305) 682-0200  
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E-MAIL: GSAS2@AOL.COM

October 7, 2003

VIA UNITED PARCEL SERVICE

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Edman Properties, Inc.

Gentlemen:

Please find enclosed 2 executed originals of the Articles of Incorporation of Edman Properties, Inc. I have also enclosed a check in the amount of \$78.75 to cover the following:

Filing Articles of Incorporation . . . . .	\$ 35.00
Designation of Registered Agent . . . . .	8.75
Certified Copy Fee . . . . .	<u>35.00</u>
TOTAL . . . . .	\$78.75

Please return a certified copy of the Articles of Incorporation in the envelope provided for your convenience. If you should have any questions, please feel free to contact me.

Sincerely yours,

GARY R. SASLAW, P.A.

Gary Saslaw

ckl:gs

Enclosures

Copy to: Mr. Eri Guzman

ARTICLES OF INCORPORATION  
OF  
EDMAN PROPERTIES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE 1

Name

The name of this Corporation shall be Edman Properties, Inc.

ARTICLE 2

Principal Office

The principal place of business and mailing address of the corporation shall be 20533 Biscayne Boulevard, #1236, Aventura, Florida 33180.

ARTICLE 3

Purpose

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

ARTICLE 4

Capital Stock

The authorized capital stock, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000,000	\$0.01	Voting Common

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 20801 Biscayne Boulevard, Suite 304, Aventura, Florida 33180, and the name of the initial registered agent of this Corporation at that address is William J. Segal, Esquire.

**ARTICLE 6**

**Initial Board of Directors**

The names and addresses of the initial directors of this Corporation are:

Eri Guzman	Post Office Box 70106 San Juan, Puerto Rico 00936
Edith Davila	Post Office Box 70106 San Juan, Puerto Rico 00936

The number of directors may be either increased or diminished from time to time as provided for by the By-Laws but shall never be less than one.

**ARTICLE 7**

**Incorporator/Subscriber**

The names and addresses of the persons signing these articles are:

Eri Guzman	Post Office Box 70106 San Juan, Puerto Rico 00936
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**ARTICLE 8**

**By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE 9**

**Indemnification**

The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation,


provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing is subject to and shall not limited any rights granted to the Corporation by the Florida General Corporation Act.

#### ARTICLE 10

##### Amendment

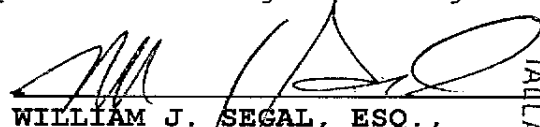
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 6th day of October, 2003.

  
\_\_\_\_\_  
ERI GUZMAN, Incorporator/Subscriber

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: October 7, 2003

  
\_\_\_\_\_  
WILLIAM J. SEGAL, ESQ.,  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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