

05/11/2004 10:04 813-254-1101

MOLLOY JAMES

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Division of Corporations

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Florida Department of State  
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To:

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

From:

Account Name : MOLLOY & JAMES  
Account Number : X19990000116  
Phone : (813) 254-7157  
Fax Number : (813) 254-9601

STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

IRR Management Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
IRR MANAGEMENT CORPORATION**

**ARTICLE I**

The name of this corporation is IRR Management Corporation, a Florida Corporation.

**ARTICLE II**

**NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 600 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing upon filing of these articles.

**ARTICLE V**

**REGISTERED AGENT AND REGISTERED OFFICE**

The registered Agent and the Street Address of the initial registered office of this corporation in the State of Florida shall be the following which address the Board of Directors from time to time may move to any other address in the State of Florida:

Judith L. James  
325 S. Boulevard  
Tampa, Florida 33606

Judith L. James  
Molloy & James  
325 S. Blvd., Tampa, FL 33606  
(813) 254-7157 ITL Bar #275166

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**ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of the business is:

9950 Princess Palm Avenue  
Suite 102  
Tampa, Florida 33619

**ARTICLE VII**

**BOARD OF DIRECTORS**

This corporation shall have three directors. The number of directors may be increased or diminished from time to time by the By-Laws adopted by shareholder, but shall never be less than one.

**ARTICLE VIII**

The name of the initial directors of the corporation and their addresses are:

Frank Robles  
11030 N. Kendall Drive  
Suite 100  
Miami, Florida 33176

Eric D. Isenbergh  
9950 Princess Palm Ave.  
Suite 102  
Tampa, Florida 33619

Alejandro Robles  
11030 N. Kendall Drive  
Suite 100  
Miami, Florida 33176

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX**

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

Judith L. James  
325 S. Boulevard  
Tampa, Florida 33606

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**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 shareholders and approved at a shareholder meeting by at least a majority of the stock holders entitled to vote, unless all of the directors and all of the shareholders sign written statements manifesting their intention that a certain amendment of this article be made.

**ARTICLE XI**  
**PREEMPTIVE RIGHTS**

The shareholder of the corporation shall have preemptive rights.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 11 day of May, 2004.

By: Judith L. James

Judith L. James

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, by Judith L. James on this 11 day of May, 2004, who is personally known to me.

Janet Russo McAllister  
Notary Public

My Commission Expires:

My Commission Number:



Janet Russo McAllister  
My Commission DD112355  
Expires May 11, 2008

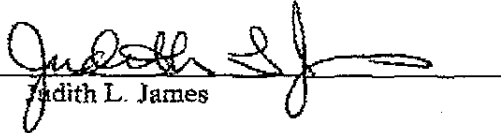
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGAIN UPON WHO PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED;

FIRST: That, IRR Management Corporation, desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, Florida has named Judith L. James, at 325 S. Boulevard, Tampa, Florida 33606, Agent to accept service of process within the State of Florida.

SECOND: That, IRR Management Corporation, hereby names 9950 Princess Palm Avenue, Suite 102, Tampa, Florida 33619 as its principal place of business.

Signature

  
Judith L. James

Title: Incorporator

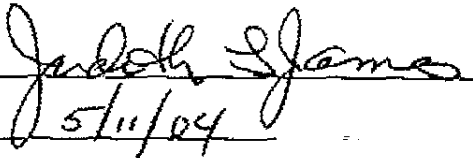
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Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature

  
5/11/04

Date: