

12-27



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 4, 2004

C & F PROPERTY INVESTMENTS, INC.
101 NE 174TH ST
NORTH MIAMI BEACH, FL 33162

SUBJECT: C & F PROPERTY INVESTMENTS, INC.
Ref. Number: W04000017175

We have received your document for C & F PROPERTY INVESTMENTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

Letter Number: 504A00030430

FILED
04 MAY 27 PM 12:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

I.C.I. PROPERTY INVESTMENTS, INC.

The undersigned subscriber, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the Purposes hereinafter stated, hereby make, subscribe and Acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

ARTICLE I

NAME

The name of this corporation shall be:

I.C.I. PROPERTY INVESTMENTS, INC.

ARTICLE II

DURATION

This corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of The State of Florida.

ARTICLE IV

CAPITAL STOCK

The total subscribed capital stock of this corporation shall consist of Five Hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United State of America, or in property, labor or service, rendered or to be rendered pursuant to written agreement in accordance with Florida Statutes Chapter 607, at a valuation to be fixed by the shareholders or Board of directors, in the manner provided for by statute.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated shares Thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE & AGENT

The address of the 101 NE 174TH STREET, NORTH MIAMI BEACH, FL 33162 and the name of the initial registered agent of this corporation at this address is FERDINAND FERTIL

ARTICLE VII

DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The names and addresses of the initial Board of Directors of the Corporation are:

DIEUFAITE CELLA
101 NE 174TH STREET
NORTH MIAMI BEACH, FL 33162

EUSTACHE CELLA
101 NE 174TH STREET
NORTH MIAMI BEACH, FL 33162

FERDINAND FERTIL
101 NE 174TH STREET
NORTH MIAMI BEACH, FL 33162

The shareholders or directors shall elect a President, Secretary and Treasurer and such other corporate Officers from time to time as deemed advisable. It shall not be necessary for any Officer or director to own stock in the corporation.

ARTICLE VIII

INCORPORATOR

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

FERDINAND FERTIL
101 NE 174TH STREET
NORTH MIAMI BEACH, FL 33162

ARTICLE IX

MANAGEMENT

The business of this corporation may be conducted by its Shareholders rather than by the Board of Directors. And managed by the shareholders, then an act authorized by fifty one percent (51%) vote of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders.

ARTICLE X

ELECTION BY A SMALL BUSINESS CORPORATION

This corporation reserves the right to elect to qualify as a "Small business corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.

ARTICLE XI

DIRECTORS QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of fifty one percent (51%) of the directors present, or, if a director or directors have abstained from voting because of an interest in the Matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XII

TRANSACTIONS BETWEEN RELATED CORPORATION

No contract or transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

ARTICLE XIII

BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal bylaws at their pleasure, so long as such bylaws are in accordance with the laws of the state of Florida.

ARTICLE XIV

SHAREHOLDERS QUORUM AND VOTING

Fifty one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the Fifty One (51%) percent of the shares represented at the meeting and entitled to vote on the matter shall be the act of the Shareholders.

ARTICLE XV

INDEMNIFICATION

The corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

ARTICLE XVI

AMENDMENTS

This corporation reserves the rights to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholdres herein are granted subject to this reservation.

ARTICLE XVII

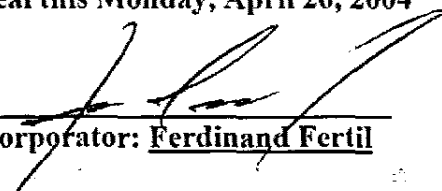
PRINCIPAL OFFICE AND MAILING ADDRESS

**The principal office and mailing address for this corporation
Is:**

**Principal Office
101 NE 174TH STREET
NORTH MIAMI BEACH, FL 33162**

**Mailing Address
101 NE 174TH STREET
NORTH MIAMI BEACH, FL 33162**

**IN WITNESS WHEREOF, the undersigned has hereunto set his hand
And seal this Monday, April 26, 2004**


Incorporator: Ferdinand Fertil

STATE OF FLORIDA)

SS.

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this **Monday, April 26, 2004** before
Me, a notary public, authorized in the State and County named
Above to take acknowledgements, personally appeared
Ferdinand Fertil
to me well known to be the person described as
Incorporator, in and who executed the forgoing Articles of
Incorporation, acknowledged before me that he subscribed to these
Articles of Incorporation, and the facts therein are truly set
Forth.

WITNESS my hand and official seal at North Miami, Miami-Dade County, Florida,

The year and day aforesaid.



NOTARY PUBLIC, STATE OF FLORIDA



Milton G Omier
My Commission CC987941
Expires September 19, 2004

FILED

04 MAY 27 09:29:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESIDENT
CERTIFICATE**

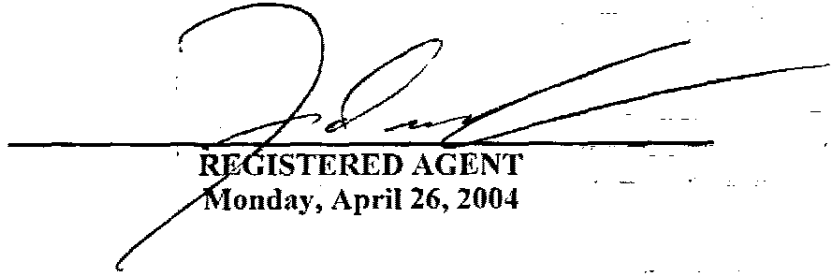
In pursuant of Chapter 84.0091, Florida Statutes, the following is submitted in compliance with
Said Act:

FIRST: That I.C.I. PROPERTY INVESTMENTS, INC.

**. Desiring to organize under the law of the State of Florida, with its initial office, as
indicated in the Articles of Incorporation, in the city of North Miami Beach,
County of Miami-Dade, State of Florida, has named Ferdinand Fertil as its
agent to accept service of process within this state.**

ACKNOWLEDGEMENT

Stated corporation, at the place designated in this certificate, I hereby agree to comply with the
provisions of Said Act relative to keeping open Said Office.



**REGISTERED AGENT
Monday, April 26, 2004**