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STATEMENT OF WILL 10

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LAZARUS CORPORATE FILING S 3320 S.W. 87 AVENUE MIAMI, FLORIDA (305)552-5973	ERVICE	
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CORPORATION NAME(S) & DOCUM	MENT NUMBER(S) (if known):	
1. BETTER DAYS I	RANSITION, FAC:	
(Corporation Name) /	(Document #) '	
(Corporation Name)	(Document #)	
3. (Corporation Name)	(Document #)	
4.		
(Corporation Name)	(Document #)	
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NEW FILINGS	AMENDMENTS	
	Amendment	
	Resignation of R.A., Officer/Director	
	Change of Registered Agent	
	Dissolution/Withdrawal	
Other M	lerger	
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Annual Repott	QUALIFICATION	
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<u> </u>	Examiner's Initials	

CR2E031(9/92)

ARTICLES OF INCORPORATION

OF

BETTER DAYS TRANSITION, INC

ARTICLE I - NAME

The name of this corporation is: <u>BETTER DAYS TRANSITION</u>,



ARTICLE II - DURATION

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 and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at \$10.00 per value.

<u>ARTICLE V</u> - RIGHTS 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 all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate 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 OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:

1440 J.F. Kennedy Causeway, Suite 1460, North Bay Village, Florida 33141

The name of the initial registered agent of this corporation at that address is:

Hugo D. Pradera

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have <u>1</u> director initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws. The name and addresses of the initial directors of this corporation is:

HUGO D. PRADERA

1440 J.F. Kennedy Causeway

Suite 1460

North Bay Village, Florida 33141

ARTICLE IX - INCORPORATORS

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

HUGO D. PRADERA

1440 J.F. Kennedy Causeway

Suite 1460

North Bay Village, Florida 33141

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and 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 set opposite their names:

Hugo D. Pradera

100 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 prize 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.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his vote 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 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 AND 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 WHERE OF, the undersigned subscribers have executed these Articles of Incorporation this 14 day of June, 2004

Hugo D. Pradera

STATE OF FLORIDA)

) S.S.

COUNTY OF DADE

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Hugo Pradera to me known to be the person described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 14 day of Jun 2004

magal Luy NOTARY PUBLIC, State of Florida at large

My Commission Expires:

OFFICIAL NOTARY SEAL

MAGALI L PUIG

NOTARY PUBLIC STATE OF FLORIDA

COMMISSION NO. DD158260

MY COMMISSION EXP. OCT. 16,2006

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Services of Process within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors

BETTER DAYS TRANSITION, INC

The following is submitted, in compliance with Chapter 48.091, Florida Status: <u>BETTER</u>

<u>DAYS TRANSITION. INC</u> a corporation organized or organizing under the laws of the State of Florida with its principal office 1440 J.F. Kennedy Causeway, Suite 1460, in the city of North Bay Village, Florida 33141 county of Miami Dade, State of Florida has named <u>Hugo D. Pradera</u> located at 1440 J.F. Kennedy Causeway, Suite 1460 in the city of North Bay Village, Florida 33141, county of Miami Dade, State of Florida as its agent to accept service of process within this State.

<u>NAME</u>

SPECIFIC ADDRESS

HUGO D. PRADERA

1440 J.F. Kennedy Causeway

Suite 1460

North Bay Village, Florida 33141

DIRECTORS:

NAME

TITLE

SPECIFIC ADDRESS

HUGO D. PRADERA

Pres/Sec.

1440 J.F. Kennedy Causeway

Suite 1460

North Bay Village, Florida 33141

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous pare office as required by Law.

HUGO D. PRADERA