

Division of Corporations

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Florida Department of State
Division of Corporations
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FILED**FLORIDA PROFIT CORPORATION OR P.A.****CEAR INMOBILIARIA CORP.**

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLES OF INCORPORATION
OF
CEAR INMOBILIARIA CORP.

The undersigned incorporator(s) and subscriber(s) to these Articles of Incorporation adopts these articles to form a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and other laws of the State of Florida.

ARTICLE I. NAME

1. The name of the corporation shall be CEAR INMOBILIARIA CORP.

ARTICLE II. PRINCIPAL OFFICE

2. The initial principal office and mailing address of this corporation is 5701 Collins Avenue, Apt. 1210, Miami Beach, Florida 33140, in Miami-Dade County, Florida.

ARTICLE III. PURPOSE

3. The corporation is formed to operate businesses, to own property of any kind, to invest in property of any kind, to import and/or export property of any kind, to borrow and/or lend money, and to transact any lawful business for which corporations may be incorporated under the laws of the state of Florida, and to have all other powers provided by the laws of the state of Florida.

ARTICLE IV. TERM OF EXISTENCE

4. The corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

5. The capital stock of the corporation shall be one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

6. The address of the initial registered office of this corporation is 2121 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134, in Miami-Dade County, Florida. The name of the initial registered agent at that address shall be FERNANDO J. PORTUONDO, ESQ.

Fernando J. Portuondo, Esq.
2121 Ponce De Leon Blvd.
Suite 600
Coral Gables, FL 33134
Fl. Bar No.: 062383

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ARTICLE VII. BOARD OF DIRECTORS

7. The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
RAUL CELADA	Director	5701 Collins Avenue Apt. 1210 Miami Beach, FL 33140

ARTICLE VIII. INCORPORATOR(S) AND SUBSCRIBER(S)

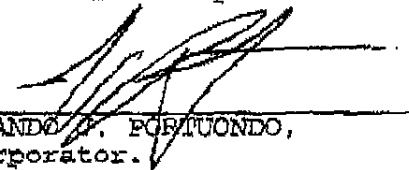
8. The name(s) and address of the person(s) signing these articles of incorporation as incorporator(s) and subscriber(s), the number of shares he/she agrees to take, and the consideration thereof, the proceeds of which will amount to at least one thousand dollars (\$1,000.00), is as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
FERNANDO J. PORTUONDO 2121 Ponce De Leon Blvd. Suite 600 Coral Gables, FL 33134	1,000	\$1,000.00

ARTICLE IX. AMENDMENT

9. The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) and subscriber(s) executed these Articles of Incorporation on August 10, 2004.


FERNANDO J. PORTUONDO,
Incorporator.

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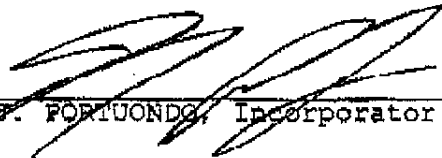
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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 607.0501, Florida Statutes, the following is submitted:

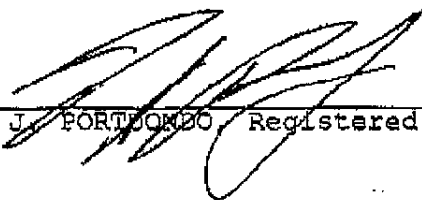
CEAR INMOBILIARIA CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named FERNANDO J. PORTUONDO, located at 2121 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134, in Miami-Dade County, Florida, as its Registered Agent to accept Service of Process within this State.

Dated: August 10, 2004.


FERNANDO J. PORTUONDO, Incorporator.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 10, 2004.


FERNANDO J. PORTUONDO, Registered Agent.

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