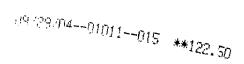
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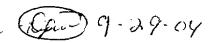
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#### ARTICLES OF INCORPORATION

FILED

of SEP 29 AMII: 26

SECRETARY OF STATE TALLAHOL BULFLORIDA

OF

# PALM PARADISE MANAGEMENT, INC

#### ARTICLE I - NAME

The name of this corporation shall be:
Palm Paradise Management, Inc.

#### ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

#### **ARTICLE III - DURATION**

This corporation shall have perpetual existence.

# ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock..

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or authorized but issued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - ADDRESS

The mailing address of the principal office and the initial registered office of this corporation is 11721 Oak Avenue, Seminole, FL 33772 and the name of the initial registered agent at that address is Osvaldo M. Filho.

#### ARTICLE VII - SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VIII - DIRECTORS

This corporation shall have one director, initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The name and address of the initial director is:

Osvaldo M. Filho

11721 Oak Avenue Seminole, FL 33772

#### ARTICLE IX - INCORPORATORS

The name and address of the person signing this Article is:

Osvaldo M. Filho

11721 Oak Avenue Seminole, FL 33772

# ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

# ARTICLE XI - 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 subscriber have
executed these Articles of Incorporation this day of Scotenba, 2004.
app-1.
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STATE OF FLORIDA )
The foregoing instrument was acknowledged before me this  Day of Jepten by , 2004, by Osvaldo M. Filho.
PETER CHICOURIS Notary Public - State of Florida My Commission Expires Jun 20, 2005 Commission & DD127661 Bonded By National Notary Assn. Notary Public

My Commission Expires: 6/2406

# CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Palm Paradise Management, Inc. desiring to organize under the laws of the State of Florida, hereby designates Osvaldo M. Filho located at 11721 Oak Avenue, Seminole, FL 33772 as its registered agent to accept service of process within the State of Florida.

# **ACCEPTANCE OF DESIGNATION**

The undersigned is familiar with and accepts the duties and responsibilities as registered agent for the above name corporation, at the designated above.

Ósvaldo M. Filho

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