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ACCOUNT NO.: 07210000032
REFERENCE : 207457 7471962
AUTHORIZATION: Patricia Pigito
COST LIMIT : \$ 70.00
ORDER DATE: February 16, 2005
ORDER TIME : 10:07 AM
ORDER NO. : 207457-005
CUSTOMER NO: 7471962
CUSTOMER: Mr. Ricardo De La Serna Mr. Ricardo De La Serna
299 Harbor Drive
Key Biscayne, FL 33149
DOMESTIC FILING
NAME: AMISTAD, INC.
EFFECTIVE DATE:
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING
CONTACT PERSON: Darlene Ward - EXT. 2935 EXAMINER'S INITIALS:

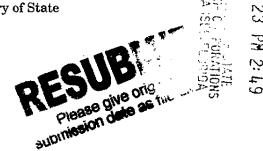


Glenda E. Hood Secretary of State

February 23, 2005

CSC

SUBJECT: AMISTAD, INC. Ref. Number: W05000009291



We have received your document for AMISTAD, INC. and your check(s) totaling

\$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6933.

A the principal office + mailing address are listed in Article I.

That you.

Dale White Document Specialist New Filings Section

Letter Number: 405A00012695

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ARTICLES OF INCORPORATION

2005 FEB 22 A 7:58

OF

TALLAHASSEE, FLORIDA

AMISTAD, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMISTAD, INC.

The address of the principal office of this corporation shall be 299 Harbor Drive, Key Biscayne, Florida 33149, and the mailing address of the corporation shall be the same.

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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1500 shares of common stock having \$0.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Ricardo	De	La.	Serna
Director			

299 Harbor Drive Key Key Biscayne, Florida 33143

Isabella Knight Director 3531 Southwest 13th Street Miami, Florida 33145

Marilianna Rota _ Director

2451 Brickell Avenue Apartment 8T Miami, Florida 33129

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

> The Company Corporation 2711 Centerville Road Suite 400 Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on February 22, 2005.

Deborah D Skipper as its Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above_and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

RRW/dew

AMISTAD LLC

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Minutes from meeting February 18, 2005

2005 FEB 22 A 7:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of the State of Florida

RE: Amistad Inc

The managers and shareholders of Amistad LLC have decided to create Amistad INC. in order to ensure exclusivity in the use of the name Amistad. Both companies (Amistad LLC and Amistad INC) will have the same shareholder structure and managers, and will conduct business in a non-conflicting manner.

Marilianna (Maya) Rota

Ricardo de la Serna