

FROM: JIM SIERRA & ASSOC
Division of Corporations

FAX NO. : (305) 271-4422

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P05000054841

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.
RW FINE MANAGEMENT CORP.

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850-205-0381

FAX NO. : 305-271-4422
4/13/2005 9:48 PAGE 001/001

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

2005 APR 13 AM 9:25
TALLAHASSEE FLORIDA

April 13, 2005

JIM SIERRA & ASSOCIATES

SUBJECT: RW FINE MANAGEMENT CORP.
REF: W05000018564

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FROM : JIM SIERRA & ASSOC

FAX NO. : 305-271-4422

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

- OF -

RW FINE MANAGEMENT CORP.

The UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

RW FINE MANAGEMENT CORP.

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, having a par value of ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE HUNDRED (\$100.00) DOLLARS.

Prepared by:
JIM SIERRA & ASSOCIATES
5550 SW 87TH AVENUE
MIAMI, FL 33165
TEL. (305) 271-7310
FAX. (305) 271-4422

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ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

2250 SW 3RD AVENUE STE # 150
MIAMI, FLORIDA 33129

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The name and street address of the member(s) of the first Board of Directors of this corporation is as follows:

RAFAEL WALLED
PRESIDENT/SECRETARY
619 SW 25TH ROAD
MIAMI, FL 33129

ROSA WALLED
VICE-PRES/TREASURER
2121 SW 17TH STREET
MIAMI, FL 33145

ARTICLE IX

The name and street address of the person(s) signing these Articles of Incorporation as subscriber is as follows:

RAFAEL WALLED
619 SW 25TH ROAD
MIAMI, FL 33129

ROSA WALLED
2121 SW 17TH STREET
MIAMI, FL 33145

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ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, RAFAEL WALLED AND ROSA WALLED, being natural person(s), competent to contract, has here unto set his/their hands and seal this 9TH day of APRIL, 2005.


RAFAEL WALLED
PRESIDENT

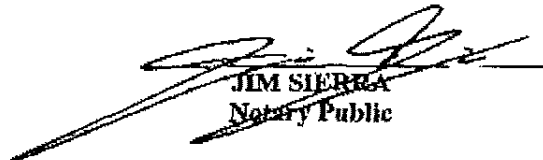

ROSA WALLED
VICE-PRESIDENT

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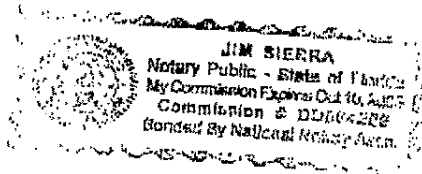
**STATE OF FLORIDA S.S.
COUNTY OF MIAMI-DADE**

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared RAFAEL WALLED AND ROSA WALLED, known and known to me, to be the person(s) described herein and who executed the foregoing Articles of Incorporation, and he/she/they acknowledged before me that he/she/they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 9TH day of APRIL, 2005.


JIM SIERRA
Notary Public

My commission expires:



Prepared by:
JIM SIERRA & ASSOCIATES
5550 SW 87TH AVENUE
MIAMI, FL 33165
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FROM : JIM SIERRA & ASSOC FAX NO. : 305-271-4422

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: RW FINE MANAGEMENT CORP.

WITH ITS PLACE OF BUSINESS AT: 2250 SW 3RD AVENUE STE #150 MIAMI FL 33129

HAS NAMED RAFAEL WALLED
(Name of Registered Agent)

LOCATED AT: 619 SW 25TH ROAD MIAMI FL 33129
(Street address and number of building - PO Box address ARE NOT acceptable)

CITY OF MIAMI STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE

Rafael Walled
(Corporate Officer) RAFAEL WALLED

TITLE: PRESIDENT

DATE: APRIL 9TH, 2005

I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Rafael Walled
(Registered Agent) RAFAEL WALLED

DATE: APRIL 9TH, 2005

Prepared by:
JIM SIERRA & ASSOCIATES
5550 SW 87TH AVENUE
MIAMI, FL 33165
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