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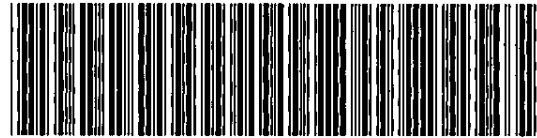
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

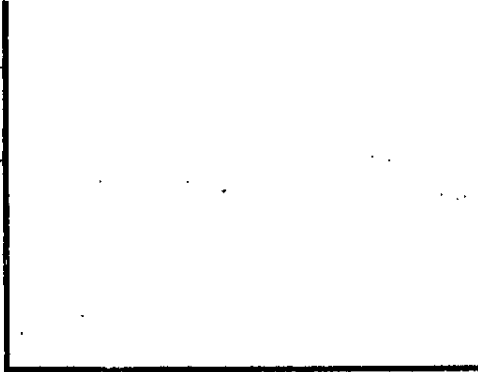
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**LAZARUS
CORPORATE FILING SERVICE**

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MIAMI, FL 33165 (305) 552-5973



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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. KANECA OF MIAMI CORP
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
KANECA OF MIAMI CORP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

ARTICLE I

NAME

The name of this Corporation shall be:

KANECA OF MIAMI CORP

ARTICLE II

AUTHORIZED SHARES

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time in 1000 shares of common stock, and which common stock shall have a par of \$1.00 (one dollar) per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III

TERM OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

REGISTERED OFFICE AND AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said:

First-That KANECA OF MIAMI CORP., desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida had name JOSE A RIVERO at, 731 WEST 80TH ST,

HIALEAH, FL 33014 as its agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____

JOSE A RIVERO
Registered Agent

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business and address is the following:

731 WEST 80TH STREET
HIALEAH, FLORIDA 33014

ARTICLE VI

DIRECTORS

A Board of Directors shall manage the business of the corporation. The number of directors of the corporation shall be no less than one (1) or more than seven (7), the exact number to be determined from time to time in accordance with the by-laws and any Shareholders Agreement effect.

This corporation shall have one (4) Director(s) initially.

The name and address of the initial Director(s) of this Corporation is (are):

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JOSE A RIVERO	PRESIDENT	731 WEST 80TH STREET HIALEAH, FL 33014

ARTICLE VII

INCORPORATORS

The name and address of the incorporates and subscribers here to be as follows:

<u>NAME</u>		<u>ADDRESS</u>
JOSE A RIVERO	100% SHARES	731 WEST 80TH ST HIALEAH, FL 33014

ARTICLE VIII

INDEMNIFICATION

Every incorporate, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any preceding to which he may be a party, or in which he may become

involved, by reason of his being of having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or officer may be entitled.

ARTICLE IX

BYLAWS

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but no limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.



**JOSE A RIVERO
PRESIDENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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