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AVILA RODRIGUEZ, P.A.

001

Division of Corporations

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**Florida Department of State
Division of Corporations
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From:

Angelica M. Chirn
Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & P
Account Number : I20070000136
Phone : (305) 779-3564
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FLORIDA PROFIT/NON PROFIT CORPORATION

REPH MANAGEMENT INC.

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FAX AUDIT # H09000063324

CERTIFICATE OF AUTHORIZATION

2009 MAR 18 P 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a duly authorized representative of REPH Management LLC, a Florida limited liability company filed with the Florida Department of State on March 13, 2009, under Document # L09000025306 (the "Company"), does hereby consent and authorize on behalf of the Company the use of the name of the Company for the filing of the Articles of Incorporation of REPH MANAGEMENT INC., a Florida corporation, with the Department of State.

Signed and dated this 18th day of March, 2009.

REPH Management LLC

By: 

Alcides I. Avila

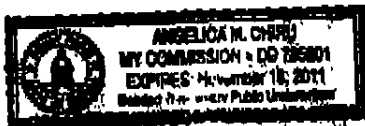
Duly Authorized Representative of the Member

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 18th day of March, 2009 by Alcides I. Avila, a duly authorized representative of the Member of REPH Management LLC, who is personally known to me.

[Seal]


Notary Public

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**ARTICLES OF INCORPORATION
OF
REPH MANAGEMENT INC.**

2009 MAR 18 P 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of REPH MANAGEMENT INC., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

REPH MANAGEMENT INC.

ARTICLE II. ADDRESS

The principal place of business of the corporation shall be:

780 NW 42nd Ave
Suite 601
Miami, FL 33126

The mailing address of the corporation shall be:

2525 Ponce De Leon Blvd.
Suite 1225
Coral Gables, FL 33134

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC
2525 Ponce De Leon Blvd.
Suite 1225
Coral Gables, FL 33134

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Marian Ancheta
2525 Ponce De Leon Blvd.
Suite 1225
Coral Gables, FL 33134

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. DIRECTORS AND OFFICERS

The name and address of the initial directors and officers are as follows:

A. Alfonso Macedo	—	Director and President
780 N.W. 42nd Avenue		
Suite 601		
Miami, FL 33126		

Terry J. Curry	—	Director and Vice President
780 N.W. 42nd Avenue		
Suite 601		
Miami, FL 33126		

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of March 18, 2009.



Marian Ancheta, Incorporator

FAX AUDIT # H09000063324

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That REPH MANAGEMENT INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2525 Ponce de Leon Blvd., Suite 1225, Coral Gables, FL 33134, has named Interamerican Corporate Services LLC, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position this 18th day of March, 2009.

Interamerican Corporate Services LLC

By: 

Alcides I. Avila, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA