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TO: DIVISION OF CORPORATIONS FROM: EMPLRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE 1492 W FLAGLER ST

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MIAMI FL 33135-409 EAST GAINES STREET CONTAGT: RAY STORMONT

TALLAHASSEE, FL 32399 PHONE: (305) 541-3694

FAX: (904) 922-4000 (305) 841-3770 FAX:

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. (((H95000000508)))

NAME: J.A.V. INVESTMENTS, INC.

FAX AUDIT NUMBER: H95000000508 CURRENT STATUS: REQUESTED

TIME REQUESTED: 18:04:26 CERTIFICATE OF STATUS: 0 DATE REQUESTED: 01/12/1995

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ARTICLES OF INCORPORATION OF J.A.V. INVESTMENTS OF MIAMI, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation of such Corporation:

ARTICLE I

IDENTIFICATION

The name and mailing address of the corporation

J.A.V. INVESTMENTS OF MIAMI, INC.

c/o Jose A. Valls, Sr.

180 Hurbor Drive

Key Biscayne, Florida 33140

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES

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

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to
issue is FIVE HUNDRED (500) shares of common stock, all or part of said stock to be
issued from time to time as may be determined by the Board of Directors. The per value
shall be one (\$1.00) dollar per share.

This instrument prepared by: Ana Maria Angulo 2151 South Laleune Road Suite 310 Coral Gables, Florida 33134 Phone: (305) 567-0010 Florida Bar No.: 374423

ARTICLE VI

BOARD OF DIRECTORS

- The initial Board of Directors shall consist o"two (2) Director(s) who need not be a resident(s) of this State or Shareholder(s) of the Corporation.
- 2. The name(s) and address(es) of the persons who shall serve as Director(s) until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

JOSE ANGEL VALLS, JR. c/o Jose A. Valls, Sr. 180 Hatbor Drive Key Blacayne, Florida 39149

JOSE A. VALLS, SR. 180 Harbor Drive Key Biscayne, Florida 33149

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is as follows:

JOSE ANGEL VALLS, JR. c/o Jose A. Valls, Sr. 180 Harbor Drive Kcy Biscayne, Florida 33149

ARTICLE VIII

PREEMPTIVE RIGHTS

1. Shareholders of the corporation shall have preemptive rights to acquire their pro-rate share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property,

services, the acquisition of another corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

VILLOTY IX

ADDITIONAL PROVISIONS

The additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

- 1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by statute or authorized by the Board of Directors or by resolution of the stockholders.
- 2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.
- 3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.
- 4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
- 5. The majority vote of the shareholders of the corporation shall be required of any shareholder action.

IN WITNESS WITHRIE Incorporation at Many of Ma	OF, the undersigned has funde and subscribed these Articles of property of the uses and purposes aforesaid this
	JOSE ANGIL VALLE, JR.
STATE OF FLORIDA	399
COUNTY OF DADE	

BHPORE ME, the undersigned authority, personally appeared <u>lose Angel Valle, Jr.</u> who is to me well known and known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation and he(size) has freely and voluntarily acknowledged before me according to law that he(she) made and subscribed the same for the use and purposes therein mentioned and set forth.

this day of	hereunto set my hand and affixed my official seal, at
Notary Public	
My Commission Expires:	
	MY SOMMERON & OC STANS

- 2. FIVE HUNDRED shares of common stock of the corporation shall be issued for cash, property, or past services actually rendered.
- 3. The sum of the per value of all shares of common stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
- 4. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends psymble either in cash, in property, or in shares of capital stock of the corporation.
 - 5. The shares of the corporation are not to be divided into classes.
- 6. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT

The address of the initial registered office of the corporation is:

2151 South LeJeune Road Suite 310 Coral Gables, Florida 33134

and the name of the initial registered agent at such address is

ANA MARIA ANGULO

i, Ana Maria Corporation.	Angulo,	hereby	accept the	esignation	of	Registered	Agent	of	the
· corporation									
•	-		Ana Maria	Migulo		_			