

P 95 000008725

HERZFELD & RUBIN

801 BRICKELL AVENUE
SUITE 1501
MIAMI, FLORIDA 33131

DADE: (305) 381-7999
BROWARD: (305) 463-5908
TELEFAX: (305) 381-8203

MYRON SHAPIRO*
JEFFREY B. SHAPIRO*
MICHAEL D. LOZOFF
LUIS R. FIGUEROA
DAVID M. KRAUSE
ALFREDO J. MARQUEZ-STERUINO
STEPHEN E. NAGIN
GREGORY J. RITTER
STUART A. ROSENFELDT
LOUIS C. THOMAS
DAVID I. WEISS

DANIEL L. KOCH
CAROLYN A. PICKARD
MITCHEL CHUSID*
MITCHELL R. KATZ
REBECA C. ALMEIDA
LARRY E. METZ
FELICIA M. WITT
BRIAN KEITH McDUFFIE
JEFFREY M. BELL
BRIAN S. ADLER
LAUREN S. BERMAN
ROBIN I. WILLNER
KENNETH D. BAXTER

* ALSO ADMITTED IN NEW YORK

BROWARD OFFICE
GULF ATLANTIC CENTER
1901 WEST CYPRESS CREEK RD., SUITE 415
FT. LAUDERDALE, FLORIDA 33309
(305) 772-3599

BOCA RATON OFFICE
BOCA BANK CORPORATE CENTRE
7000 WEST PALMETTO PARK ROAD, SUITE 400
BOCA RATON, FLORIDA 33433
(407) 394-2180

TAMPA OFFICE
BARR, MURMAN, TONELLI, HERZFELD & RUBIN
201 EAST KENNEDY BLVD., SUITE 901
TAMPA, FLORIDA 33602
(813) 223-3951

OF COUNSEL

WARREN J. KOZLOW
MARVIN I. WIENER, P.A.
MARIO A.E. WILLIAMS

January 24, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000001393310
-01/30/95--01107--010
****122.50 ****122.50

RE: Daring Advertising and Promotions, Inc.

To Whom It May Concern:

Enclosed is the original and one copy of the Articles of Incorporation for Daring Advertising and Promotions, Inc. and our check in the sum of \$122.50 representing \$35.00 filing fee, \$35.00 registered agent fee and \$52.50 to cover the cost of a certified copy of this document. Please return the certified copy to our office at your earliest convenience. Thank you for your courtesy and cooperation.

Sincerely,

BRIAN S. ADLER

BSA:lc

k:\work\luís\Petro-hy\sec-stat.ltr

HERZFELD & RUBIN P.C.
40 WALL STREET
NEW YORK, NEW YORK 10005
TELEPHONE (212) 344-5500

HERZFELD & RUBIN
1925 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
TELEPHONE (310) 553-0451

HANLON, LAVIGNE, TOPCHIK, HERZFELD & RUBIN
10 PARSONAGE ROAD
EDISON, NEW JERSEY 08837
TELEPHONE (908) 549-9880

FILED
95 JAN 30 AM 10 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-2-95
24

ARTICLES OF INCORPORATION

OF

DARING ADVERTISING AND PROMOTIONS, INC.

FILED

95 JAN 30 AM 10:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation is DARING ADVERTISING AND PROMOTIONS, INC.

ARTICLE II. - NATURE OF BUSINESS AND INITIAL PURPOSE

The Corporation may engage in any activity of business permitted under the laws of the State of Florida and of the United States of America. This Corporation is initially organized for the purpose of furnishing to individual and corporate clients research, training, property acquisition, property management, and consultation services and any or all lawful business for which corporations may engage.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of the Corporation shall be: 6555 N.W. 36th Street, Suite 203, Miami, Florida 33166, and the mailing address shall be the same.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of common stock that this Corporation is authorized to have outstanding at any one time is Sixty (60) shares at One Dollar (\$1.00) par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at prices which it is offered to others.

ARTICLE VI - TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6555 N.W. 36th Street, Suite 203, Medley, Florida, and the name of the initial registered agent of this Corporation at that address is Alexandra Sarandrea.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than two. The name and address of the initial directors of this Corporation are:

Alexandra Sarandrea, 1365 Stillwater Drive,
Miami Beach, Florida 33141

Sonia M. Fuentes, 8827 Fountainbleau Blvd., Apt. 303
Miami, Florida 33172

Patria Valdez, 8109 N.W. 94th Lane, Tamarac, Florida
33321

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Alexandra Sarandrea, 1365 Stillwater Drive,
Miami Beach, Florida 33141

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of January, 1995.

Alexandra Sarandrea
Alexandra Sarandrea, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Alexandra Sarandrea, known to me personally or identified herself to me by _____, and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24th day of January, 1995.

My Commission Expires:

M. Rodriguez
Notary Public, State of Florida
at Large



M. RODRIGUEZ
MY COMMISSION # CC 122211 EXPIRES
JUNE 30, 1995
BONDED THRU TROY FAIR INSURANCE INC

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE WHERE PROCESS MAY BE SERVED,
AND ACCEPTANCE**

FILED

95 JAN 30 AM 10:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


W I T N E S S E T H:

That DARING ADVERTISING AND PROMOTIONS, INC., desiring to organize under the laws of the State of Florida, has named Alexandra Sarandrea, located at 6555 N.W. 36th Street, Suite 203, Miami, Florida 33166, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated 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.

DATED this 24 day of January, 1995.


REGISTERED AGENT
Alexandra Sarandrea