

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

P95000023493



ACCOUNT NO. : 072100000032

REFERENCE : 564828 85437A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED  
MAR 23 1995  
TALLAHASSEE, FL  
FILING OFFICE

ORDER DATE : March 23, 1995

ORDER TIME : 9:43 AM

ORDER NO. : 564828

CUSTOMER NO: 85437A

CUSTOMER: Ms. Erica M. Lamb  
SMITH & SUPRASKI, P.A.

Suite 760, Biscayne Centre  
11900 Biscayne Boulevard  
Miami, FL 33181

FILED  
MAR 23 1995  
TALLAHASSEE, FL  
FILING OFFICE

DOMESTIC FILING

P95000023493

NAME: JOSEMAR OF BAL HARBOUR, CORP.

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

EFFECTIVE DATE  
3-20-95

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

*Km*  
3-23-95  
02/A

EFFECTIVE DATE  
3-20-95

**ARTICLES OF INCORPORATION  
OF  
JOSEMAR OF BAL HARBOUR, CORP.**

FILED  
95 MAR 23 11 11 AM '95  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation is: JOSEMAR OF BAL HARBOUR, CORP. The principal place of business of this corporation shall be at 10101 Collins Avenue, Suite 14-A, Bal Harbour, Florida 33154.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV  
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V  
VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI  
DURATION**

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

**ARTICLE VII  
DIRECTORS**

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

**NAME**

**ADDRESS**

Apolonio Alcides Riveros Veron

10101 Collins Avenue  
Suite 14-A  
Bal Harbour, Florida 33154

Fatima Moreno de Riveros

10101 Collins Avenue  
Suite 14-A  
Bal Harbour, Florida 33154

**ARTICLE VIII  
OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>President</b> Apolonio Alcides Riveros Veron	10101 Collins Avenue Suite 14-A Bal Harbour, Florida 33154
<b>Secretary</b> Fatima Moreno de Riveros	10101 Collins Avenue Suite 14-A Bal Harbour, Florida 33154

**ARTICLE IX  
PREEMPTIVE 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X  
TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of

second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Smith & Supraski, P.A., 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Apolonio Alcides Riveros Veron	10101 Collins Avenue Suite 14-A Bal Harbour, Florida 33154

**ARTICLE XIII**  
**INDEMNIFICATION**

The subscriber, along with the officer and director of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters

as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

**ARTICLE XIV  
EFFECTIVE DATE**

The effective date of this corporation, which is the date when corporate existence commences, is March 20, 1995.

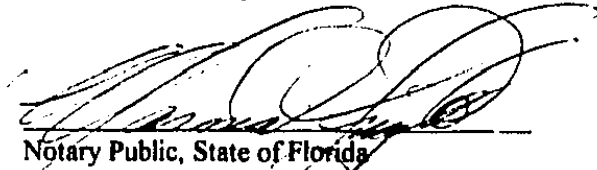
Dated this 20th day of March, 1995.



\_\_\_\_\_  
APOLONIO ALCIDES RIVEROS VERON

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 20th day of March, 1995, by APOLONIO ALCIDES RIVEROS VERON, who is personally known to me or who has produced Passport as identification and who did    did not    take an oath.

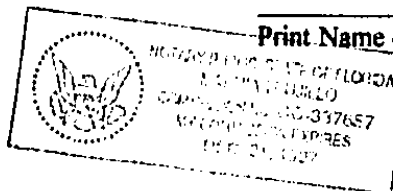


\_\_\_\_\_  
Notary Public, State of Florida

MARNIA TRUJILLO

\_\_\_\_\_  
Print Name of Notary Public

My Commission Expires:

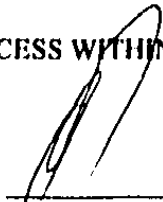


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM, PROCESS MAY BE SERVED**

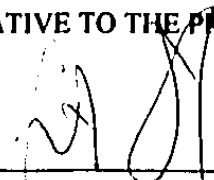
FILED  
95 MAR 23 12:11:54  
STATE OF FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST -- THAT JOSEMAR OF BAL HARBOUR, CORP., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS LOCATED AT 10101 COLLINS AVENUE, SUITE 14-A, BAL  
HARBOUR, FLORIDA 33154, HEREBY NAMES LOUIS A. SUPRASKI, SMITH &  
SUPRASKI, P.A., 11900 BISCAYNE BOULEVARD, SUITE 760, MIAMI, FLORIDA 33181,  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
APOLONIO ALCIDES RIVEROS VERON

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.

  
\_\_\_\_\_  
LOUIS A. SUPRASKI  
REGISTERED AGENT  
DATED: MAR 20, 1995