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P9500026075

ACCOUNT NO. : 072100000032

REFERENCE : 569428 11740A

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 122.50

ORDER DATE : March 31, 1995

ORDER TIME : 2:36 PM

ORDER NO. : 569428

CUSTOMER NO: 11740A

300001445488

CUSTOMER: Deborah R. Waks, Esq.
DEBORAH R. WAKS, ESQ

Suite 109
6601 S.w. 80th Street
Miami, FL 33143

DOMESTIC FILING

NAME: VICTOR RUA, INC.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN APR - 3 1995

DEPARTMENT OF REVENUE
 95 MAR 31 PM 6:15
 DIVISION OF CORPORATIONS
 95 MAR 31 AM 11:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

ARTICLES OF INCORPORATION

OF

VICTOR RUA, INC.

FILED
95 MAR 31 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation (hereinafter called the Corporation) is Victor Rua, Inc. The business address of the corporation is 11801 S.W. 170 Street, Miami, Florida 33177.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to be issued is One Hundred (100). Such shares shall be of a single class (capital stock), shall be \$1.00 per share par value, and shall be known as Section 1244 Stock as such stock term is defined in the Internal Revenue Service.

ARTICLE V

Each share of the Corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase or otherwise acquire any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation which the Corporation proposes to issue or any rights or options the Corporation purposes to grant for the purchase of shares of the same class of the Corporation or of equity and/or voting shares of any class of the Corporation or for the purpose of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the same class of the Corporation or equity and/or voting shares of any class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the

Corporation may be issued, reissued, transferred, or granted by the board of Directors, as the case may be, to such persons, firms, corporations, and associations and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity share" and "voting share" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

ARTICLE VI

The address of the initial registered office of the Corporation in the State of Florida is: 11801 S.W. 170 Street, Miami, Florida 33177 in the County of Dade and the name of the initial registered agent of the Corporation at such address is Victor Rua.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation is one (1).

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation and the principal place of business are as follows:

| <u>NAME/TITLE</u> | <u>ADDRESS</u> |
|--------------------------|---|
| Victor Rua, President | 11801 S.W. 170 Street Miami, Florida 33177 |

ARTICLE VIII

The name and address of each incorporator and the number of shares of stock each agrees to take are:

| <u>NAME</u> | <u>ADDRESS</u> | <u># OF SHARES</u> |
|-------------|--|--------------------|
| Victor Rua | 11801 S.W. 170 Street Miami , Florida 33177 | 100 |

ARTICLE IX

The Corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Miami, Dade County, Florida this 28th day of March, 1995.


VICTOR RUA (SEAL)

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority the foregoing instrument was acknowledged by VICTOR RUA, who is personally known to me or who produced _____ as identification and who did take an oath.

WITNESS my hand and official seal this 28th day of March, 1995.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission expires:

SAVUEL L BARE III
NOTARY PUBLIC STATE OF FLORIDA
W. Comm Exp 7/14/96
COMMER CC213740

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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First-That Victor Rua, Inc. desiring to organize or qualify
under the laws of the State of Florida with its principal place
of business, as indicated in the Articles of Incorporation at
City of Miami, County of Dade, State of Florida, has named Victor
Rua located at 11801 S.W 170 Street, Miami, Florida 33177, County
of Dade, State of Florida, as its agent to accept service of
process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of all statutes relative to the proper and
complete performance of my duties.

BY VICTOR RUA
Resident Agent

DATE March 28, 1995

FILED
95 MAR 31 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA