

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-9171
(904) 222-0191 FAX

800-342-8086



P9500027886

ACCOUNT NO. : 072100000032

REFERENCE : 572384 85437A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : April 5, 1995

ORDER TIME : 9:15 AM

ORDER NO. : 572384

CUSTOMER NO: 85437A

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

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

100001447831
-04/05/95--01045--008
****122.50 ****122.50

EFFECTIVE DATE

APR - 4 1995

DOMESTIC FILING

NAME: C. A. D. E., CORP.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

~~WTS 10/11~~

RECEIVED
95 APR - 5 11:10:12
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 APR - 5 PM 2:44
FILED

T. BROWN APR - 7 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 5, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: C.A.D.E., CORP.
Ref. Number: W9500007374

We have received your document for C.A.D.E., CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 895A00015531

**ARTICLES OF INCORPORATION
OF
C.A.D.E. OF BAL HARBOUR, CORP.**

FILED
95 APR -5 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE

APR - 4 1995

**ARTICLE I
NAME**

The name of this corporation is: C.A.D.E. OF BAL HARBOUR, CORP. The principal place of business of this corporation shall be at 10101 Collins Avenue, Suite 15-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 names and addresses 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:

<u>NAME</u>	<u>ADDRESS</u>
Ester Haydee Campos	10101 Collins Avenue Suite 15-A Bal Harbour, Florida 33154
Luis Santiago D'Esposito	10101 Collins Avenue Suite 15-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:

<u>NAME</u>	<u>ADDRESS</u>
President Ester Haydee Campos	10101 Collins Avenue Suite 15-A Bal Harbour, Florida 33154
Vice-President/Secretary/ Treasurer Luis Santiago D'Esposito	10101 Collins Avenue Suite 15-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:

<u>NAME</u>	<u>ADDRESS</u>
Louis A. Supraski, Esq.	11900 Biscayne Boulevard Suite 760 Miami, Florida 33181

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 April 4, 1995.

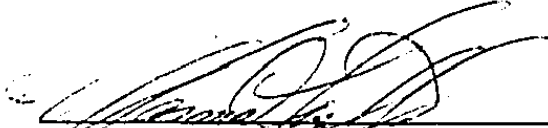
Dated this 7 day of APRIL, 1995.



LOUIS A. SUPRASKI, ESQ.

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4th day of April, 1995, by LOUIS A. SUPRASKI, ESQ., who is personally known to me or who has produced _____ as identification and who did did not take an oath.

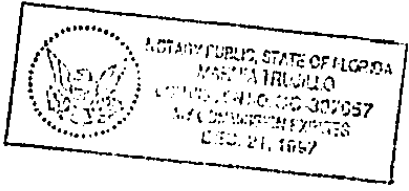


Notary Public, State of Florida

My Commission Expires:

Marnia Trujillo

Print Name of Notary Public

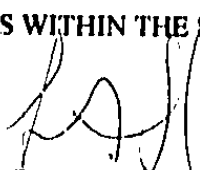


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**

95 FILED
APR -5 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

FIRST -- THAT C.A.D.E. 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 21-E, 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.



LOUIS A. SUPRASKI, ESQ.

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: 4/4/95