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TO DIVISION OF CORPORATIONS FROM EMPIRE CORPORATE K COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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((H95000004357)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CAPE CONSTRUCTION COO.
FAX AUDIT NUMBER: H95000004357 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

April 19, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CAPE CONSTRUCTION CO.
REF: W95000008342

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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, 606.5135 or 606.4482 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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W95000004357
Letter Number: 695A00018268

1. Background

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TALLAHASSEE, FLORIDA

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$1.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferrable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is 330 Tamiami Canal Rd., Miami, Florida 33134.

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
President Orlando Ramos	2240 N.W. 98th Street, Miami, Florida 33147
Secretary Juan E. Suarez	330 Tamiami Canal Rd., Miami, Florida 33134

ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Orlando Ramos	2240 N.W. 98th Street, Miami, Florida 33147
Juan E. Suarez	330 Tamiami Canal Rd., Miami, Florida 33134

Executed by the undersigned at Miami, Florida
on April 18, 1993.

Orlando Ramos

Juan E. Suarez

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

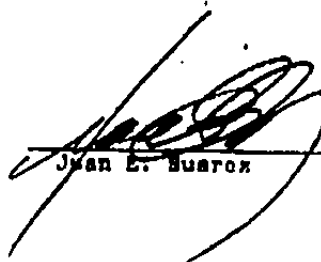
In pursuance of Chapter 807.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That GULF RIM DEVELOPMENT CORP.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at the City of Miami, County of Dade
State of Florida has named Juan E. Suarez
located at 330 Tamiami Canal Rd.,
City of Miami, County of Dade
State of Florida, 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 place designated in the
certificate: I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.

By


Juan E. Suarez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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