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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
408 EAST GAINES STREET
TALLAHASSEE, FL 32309
FAX: (904) 922-4000

NAME: TICA WOODS, INC.
FAX AUDIT NUMBER: H95000005131
DATE REQUESTED: 05/08/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:50:06
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TICA WOODS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

The undersigned Incorporator of these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

TICA WOODS, INC.

ARTICLE II

Nature of the Business & Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

Existence of the Corporation

This Corporation shall have perpetual existence.

ARTICLE V

Directors

This Corporation shall have two Directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws.

Esther Z. Bajar, CPA, P.A.
8250 Byron Avenue #501
Miami Beach, FL 33141
(305) 865-9869

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The Initial Directors shall be: Joyce Franco and Jacqueline Gutstein residing at 11021 NW Fountainebleau Blvd. #201, Miami, Florida 33172.

ARTICLE VI

Principal Place of Business

The principal place of business of the Corporation shall be located at: 11021 NW 7th Street, Suite 201, Miami FL 33172 or such other place as may from time to time be designated.

ARTICLE VII

Incorporators

The name and street address of the Incorporator of this Corporation is:

Esther Z. Bojar
8250 Byron Avenue #501
Miami Beach, Florida 33141

ARTICLE VIII

Registered Agent and Initial Registered Office

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Joyce Franco
11021 NW 7th Street, Suite 201
Miami, FL 33172-3678

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE IX

Amendment

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These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

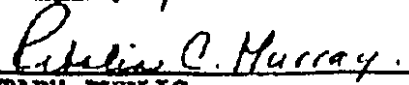
This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 6th day of May, 1995.


ESTHER Z. BEJAR

State of Florida)
County of Dade) SS.

The foregoing instrument was acknowledged before me this 8 day of May, 1995 by


NOTARY PUBLIC

State of Florida

My commission expires:



OFFICIAL SEAL
RITALIA C. MURRAY
My Commission Expires
March 18, 1998
Comm. No. CC 181695

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**CERTIFICATE DESIGNATING 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 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That TICA WOODS, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 11021 NW 7th Street, Suite 201 Miami, County of Dade, State of Florida, has named Joyce Franco at 11021 NW Fontainebleau #201 Miami, FL 33172, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.


Joyce Franco

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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