

P9500048212

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1402 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3994  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: INTERARTE OF AMERICA, INC.  
FAX AUDIT NUMBER: H95000006862  
DATE REQUESTED: 06/20/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 14:37:35  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000006862)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:10

 6/21

FILED  
95 JUN 20 PM 6:26  
TALLAHASSEE, FLORIDA

95 JUN 20 PM 4:05

FILED  
JUN 20 PM 6:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INTERARTE OF AMERICA, INC.

The undersigned incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **INTERARTE OF AMERICA, INC.**

ARTICLE II

The principal place of business and mailing address of the corporation shall be: 370 ALTAMA AVENUE, CORAL GABLES, FLORIDA 33134.

ARTICLE III

This corporation may engage in any act or business permitted under the laws of the State of Florida.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of the par value of one dollar (\$1.00) per share.

ARTICLE V

This corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall perpetually thereafter be in existence unless sooner dissolved by and in accordance with Florida law.

ARMANDO J. BUCEO, JR.  
2828 CORAL WAY # 307  
MIAMI, FL 33145  
(305) 442-1942  
FL. BAR NO. 280775

H95000006862

H95000006862

**ARTICLE VI**

The name and address of the initial registered agent is:  
GIUSEPPE CONCEPCION, 370 ALTARA AVENUE, CORAL GABLES, FLORIDA  
33134.

**ARTICLE VII**

The name and street address of the incorporator to these  
Articles of Incorporation is:

GIUSEPPE CONCEPCION  
370 ALTARA AVENUE  
CORAL GABLES, FL. 33134

**ARTICLE VIII**

The names and addresses of the members of the first Board of  
Directors is:

GIUSEPPE CONCEPCION  
370 ALTARA AVENUE  
CORAL GABLES, FL. 33134

**ARTICLE IX**

The initial bylaws shall be adopted by the Board of Directors.  
The power to alter, amend or repeal the bylaws or adopt new bylaws  
shall be vested in the Board of Directors. The bylaws may contain  
any provisions for the regulation and management of the affairs of  
the corporation not inconsistent with the Florida General  
Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the Corporation and  
any one or more of its directors are shareholders, members,  
directors, officers or employees, or in which they are interested,  
shall be valid for all purposes, notwithstanding the presence of  
the director or directors at the meeting of the Board of Directors  
of the corporation that acts upon, or in reference to the contract  
or transaction, and notwithstanding his or her participation in the  
action, if the fact of such interest shall be disclosed or known to  
the board of directors, the interested director is to be counted in  
determining whether a quorum is present and to be entitled to vote  
on such authorization or ratification.

**ARTICLE X**

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

H95000006862

H95000006862

## ARTICLE XI

This Corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation on this 19 day of June, 1995.

  
GIUSEPPE CONCEPCION,  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

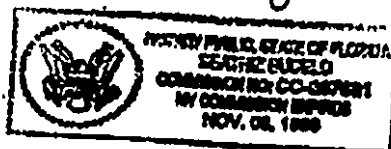
ss:

BEFORE ME, the undersigned authority, personally appeared, GIUSEPPE CONCEPCION, the party to the foregoing Articles of Incorporation, known to me to be the person who executed the same freely and voluntarily and that the facts stated therein are truly set forth.

WITNESS my hand and seal at Miami, County of Dade, State of Florida on this 19 day of June, 1995.

My commission expires:

  
Notary public



H95000006862

H95000006862

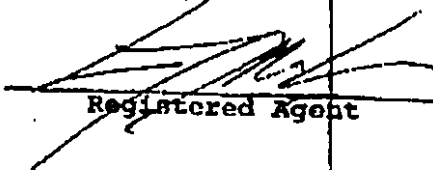
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that, INTERSTATE OF AMERICA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named GIUSEPPE CONCEPCION, located at 370 ALTARA, CORAL GABLES, FLORIDA 33134, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
Registered Agent

FILED

JUN 20 1995