

P95000055721

Transmittal Letter

June 28th, 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
95 JUL 17 PM 4:15  
TALLAHASSEE, FLORIDA

100001529061  
-07/03/95--01028--011  
\*\*\*\*122.50 \*\*\*\*122.50

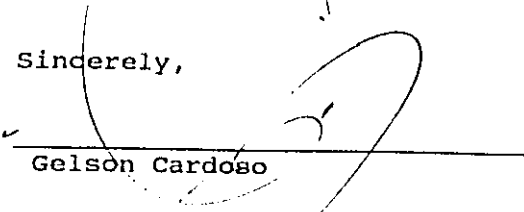
Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

W95-13641  
Blue Return  
PROT  
7-18-95  
Enclosures

Sincerely,

  
Gelson Cardoso

Gelson Cardoso  
4833 NE 23rd Ave  
Ft. Lauderdale, FL 33308



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 6, 1995

GELSON CARDOSO  
4833 NE 23RD AVENUE  
FT LAUDERDALE, FL 33308

SUBJECT: RITMO INC.  
Ref. Number: W95000013641

We have received your document for RITMO INC. 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6933.

Dana Farmer  
Document Specialist

Letter Number: 895A00032798

95 JUL 17 PM 4: 15

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

```

7/06/95          CORPORATION DETAIL RECORD SCREEN          3:26 PM
NUM: H9307R      ST: FL ACTIVE/FL PROFIT      FLD: 01/07/1986
LAST: NAME CHANGE AMENDMENT                  FLD: 03/13/1986
FEI#: 59-2179129
NAME            : RITMO CORPORATION
NR: 1
PRINCIPAL: 9600 NW 25TH ST
ADDRESS        : #20                                CHANGED: 03/31/95
              MAINT, FL 33172 US
MAILING        : 9600 NW 25 ST
ADDRESS        : #20                                CHANGED: 03/31/95
              MAINT, FL 33172 US
RA NAME        : OLMSTEAD, ROSANNE L.
RA ADDR        : 2601 S BAYSHORE DR
              16TH FL
              MIAMI, FL 33133
ANN REP        : (1993) BY 03/17/93      (1994) BY 05/04/94      (1995) BY 03/31/95
              NAME CHG: 07/17/92
              ADDR CHG: 07/17/92

```

1. MENU, 3. OFFICERS, 4. EVENTS, 6. NAMES, 7. LIST, 8. NEXT, 9. PREV

ENTER SELECTION AND CR:

ARTICLES OF INCORPORATION  
OF  
BLUE RITMO INC.

FILED

95 JUL 17 PM 4:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be  
BLUE RITMO INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 4833 NE 23rd Ave., #6, Ft. Lauderdale, Fl 33308 and the name of the initial Registered Agent for the corporation at that address is Gelson Cardoso.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE VII      LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VIII      SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Gelson Cardoso - President

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

Gelson Cardoso  
4833 NE 23rd Ave, #6  
Ft. Lauderdale, FL 33308

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal on this 28 day of June, 1995.

Incorporator:

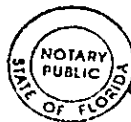
Gelson Cardoso

STATE OF Florida  
COUNTY OF Broward

The foregoing instrument was executed and acknowledged  
before me this 28 day of June, 1995, by  
Gelson Cardoso.

(SEAL)

Notary Public  
State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



JORGE PENAFIEL  
My Comm Exp. 4-9-96  
Bonded By Service Ins.  
No. CC192862

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED

95 JUL 17 PM 4:16

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 4833 NE 23rd Ave., #6, Ft. Lauderdale, FL 33308, has named Gelson Cardoso, whose address is 4833 NE 23rd Ave., #6, Ft. Lauderdale, FL 33308, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Gelson Cardoso

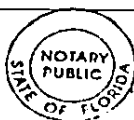
STATE OF Florida  
COUNTY OF Broward

BEFORE ME, the undersigned authority, this day personally appeared Gelson Cardoso, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 28TH day of JULY, 1995.

(SEAL)

Notary Public  
State of  
My Commission Expires:



JORGE PENAFIEL  
My Comm Exp. 4-9-96  
Bonded By Service Ins.  
No. CC192862