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JUL 28 1995
SECRETARIAL
TALLAHASSEE, FLA.

July 24, 1995

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

101000015481581
-07/28/95--01035--016
*****70.00 *****70.00

Dear Secretary of State:

Please accept these Articles of Incorporation for, SOUTH FLORIDA MARKETING ASSOCIATION, INC. Enclosed please find a check for \$70.00 to cover the relevant fees.

Thank You

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SECRETARIAT OF STATE
TALLAHASSEE

ARTICLES OF INCORPORATION
OF

SOUTH FLORIDA MARKETING ASSOCIATION, INC

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OF
SOUTH FLORIDA MARKETING ASSOCIATION, INC.

SEC. 1
TALLAHASSEE
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We the undersigned, hereby concur and associate ourselves together for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation hereby formed under these Articles shall hence, and from this day, subject to the approval of the Secretary of State, State of Florida, be known as SOUTH FLORIDA MARKETING ASSOCIATION, INC.

ARTICLE II

The company formed under these Articles of Incorporation shall be endowed with the following power:

1. Sue and be sued, and appeal and defend in all actions and proceedings in its corporate name as a natural person.
2. Adopt and use a corporate seal and alter the same.
3. Appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
4. Adopt, change, amend, and repeal its By-Laws, not inconsistent with Law, and its Certificate of Incorporation for the exercise of its affairs, and property. The transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings by its shareholders, and stockholders.
5. Increase or diminish, by vote of its stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, managers, or trustees of this corporation, and the Resident Agent for Service of process providing the number of the aforementioned shall never be less than one (1) nor more than seven (7). This provision of these Articles of Incorporation shall be strictly construed and governed by the By-Laws of the corporation and the applicable General Corporate Laws of the State of Florida.
6. Make and enter into all contracts necessary and proper for the conduct of its business.
7. a. Conduct business, have one or more offices in, and buy, hold, sell, mortgage, and convey or otherwise dispose of franchises in, this State and on the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.
- b. Purchase the corporate assets of any other corporation, and engage in the same character of business.
- c. Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks, and any licenses or other rights or interests thereunder or therein.
- d. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
8. a. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any bonds, securities, or other evidences of indebtedness, created by or owned by any corporation, public or closed of this State, or any other State, or any foreign country, or domestic or foreign government; while the owner of such stock exercises all of the rights, powers, and privileges of ownership, including the right to vote such stock.
- b. Purchase, hold, sell and transfer shares of its own stock provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock, owned by the Corporation shall not voted directly or indirectly or be counted as outstanding for the purpose of any stockholder's quorum or vote.

9. Do all and every thing necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the Corporation, whether or not such business is similar in nature to the objects enumerated in the its certificate of incorporation.

10. a. Contract debts and borrow money at such rates of interest not to exceed the lawful rate of interest and upon such terms as its Board of Directors may deem necessary or expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, whether secured or unsecured and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as the occasion may require and the Board of Directors deem expedient.

b. Provision may be made in such instruments for the transferring of corporate property of every kind and nature then belonging to or thereafter acquired by such corporation, as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation.

c. In case of sale of any property by virtue of any such instrument or foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11. This Corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority vote of the shareholders shall said gifts be allowed.

ARTICLE III

In addition to the foregoing Articles the said Corporation, SOUTH FLORIDA MARKETING ASSOCIATION, INC., shall have as its principal business objective the operation of a full marketing company in full and complete compliance with the Laws of the State of Florida and to conduct all business purposes set forth by said statutes.

Said corporation may engage in any and all types of associated or relative businesses and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the Laws of the State of Florida.

ARTICLE IV

The total amount of capital stock authorized by this Corporation herein known as SOUTH FLORIDA MARKETING ASSOCIATION, INC. shall be 200 shares of par value stock. Each share of stock shall have a Two dollars and fifty cents (\$2.50) U.S., par value, and all of the shares enumerated herein shall be preferred stock to have one (1) vote per share held, wherein the total voting stock would be 200 shares constituting 200 votes.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The Corporation herein shall begin business with capital in the amount of Five Hundred (\$500.00) Dollars, U.S. said amount to be deposited in the Banquet Bank, in Miami, FL, a banking institution in cash, for the sole purpose of beginning business under the name SOUTH FLORIDA MARKETING ASSOCIATION, INC.

ARTICLE VII

This Corporation shall maintain its principal place of business in Miami, Florida, at 4700 N.W. 7 St., Suite 257, Miami, Florida 33126.

ARTICLE VIII

There shall be not less than One (1) director but not more than Seven (7) at all times who shall constitute the Board of directors of said Corporation.

ARTICLE IX

The following named person and his address herein appear as subscriber to these Articles of Incorporation:

ERASMO LAZO
4700 N.W. 7 ST. SUITE 257
MIAMI, FLORIDA 33126

ARTICLES X

This Corporation shall have the power to incur any and all liabilities and debts in pursuance of its corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signatures of its appointed officers, signing thereon jointly, two signatures required.

No single officer, director or agent shall have the privilege of instituting legal action, claim, settlement, release, satisfaction or discharge or other legal process without the advise and consent of the Board of Directors by and through a majority of said Board. In the event that one officer, director or agent so carries or acts so as to incur liability without the advise and consent of the Board of Directors, said acts shall be as nullity to said Corporation and the Corporation shall not be liable nor responsible therefore.

ARTICLE XI

Designation of Resident Agent for Service of Process and Residence Of Agent

The following named person is herein designated Resident Agent for Service of Process and by executing these Articles of Incorporation does herein accept said designation, and his residence is set forth as follows. 7401 NW 11 Ct, Plantation, Florida 33313

I have read the foregoing and acknowledge the duties and obligations of Resident Agent for Service of Process and accept the same.

Antolin Pestano
Antolin Pestano
7401 NW 11 Ct
Plantation FL 33313

IN WITNESS WHEREOF the subscriber has hereunto set his hand and seal this
25th day of May, 1995.

Erasmo Lugo
ERASMO LUGO

STATE OF FLORIDA

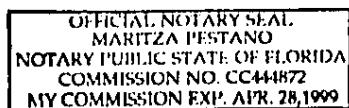
COUNTY OF DADE

I HEREBY CERTIFY that this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, ERASMO LAZO, well known to me to be the person who is described in the foregoing Articles of Incorporation of SOUTH FLORIDA MARKETING ASSOCIATION, INC and who signed the same, and he acknowledged to me that he executed the same freely and voluntarily for the purpose expressed therein.

WITNESS my hand and seal this 27th day of July, 1995, at Miami,
Dade County, Florida.

Martiza Pestano
Notary Public

My Commission expires



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

In pursuance of Chapter 607.31 Florida Statutes, the following is submitted, in compliance with said Act:

I, Antolin Pestano, do hereby certify that SOUTH FLORIDA MARKETING ASSOCIATION, INC. doing business under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Miami, County of Miami, State of Florida has named Antolin Pestano located at 7401 N. W. 11th Ct., Plantation, Florida 33313, County of Broward, State of Florida, as its Agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act as pursuant to the provisions of Sections 607.0502 and 607.1508 or 617.1508 and 617.1508, Florida Statutes and as authorized by the board of directors, relative to keeping open said office.

Antolin Pestano
Registered Agent
Antolin Pestano

1995 JUL 28 AM 10:13
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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