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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
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MIAMI FL 33135- 9-0000
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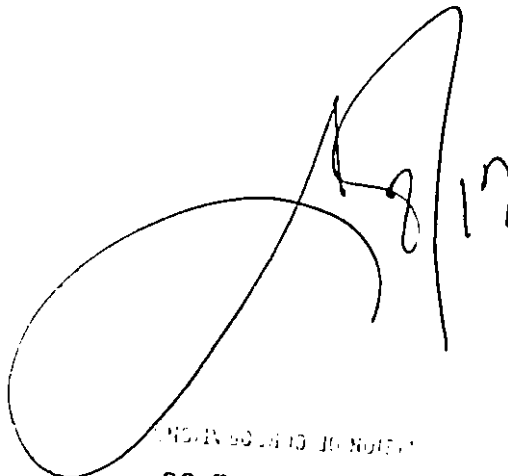
(((H95000009049))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: R & M PROPERTY INVESTMENTS, INC.
FAX AUDIT NUMBER: H95000009049 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/16/1995 TIME REQUESTED: 14:12:30
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Costa & Cornacho-Gonzalez

7330 W. 20th Avenue
Miami Lakes, FL 33016

(205) 822-0100

Ana Maria Cornacho-Gonzalez

Fl. Bar No. 0033477

ARTICLES OF INCORPORATION

OF

R & M PROPERTY INVESTMENTS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: R & M PROPERTY INVESTMENTS, INC.

Corporate Address: 8685 Sunset Drive, Suite 30, Miami, Florida 33143

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

August 18, 1995.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 100.
- C. Par Value: Each share of Common Stock shall have \$0.01 per value.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

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ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 8585 Sunset Drive, Suite 30, Miami, Florida 33143, and the name of the Initial Registered Agent of this corporation at that address is Mario de las Cuevas.

ARTICLE VI. DIRECTORS.

This corporation shall have initially 1 (one) Director. The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Director of this corporation is:

Mario de las Cuevas, Director - 8585 Sunset Drive, Suite 30, Miami, FL 33143.

And the officer(s) of this corporation shall be:

Mario de las Cuevas, President - 8585 Sunset Drive, Suite 30, Miami, FL 33143.

Mario de las Cuevas, Vice-President - 8585 Sunset Drive, Suite 30, Miami, FL 33143.

Mario de las Cuevas, Secretary - 8585 Sunset Drive, Suite 30, Miami, FL 33143.

Mario de las Cuevas, Treasurer - 8585 Sunset Drive, Suite 30, Miami, FL 33143.

ARTICLE VII. INITIAL SUBSCRIBER

The name and address of the Initial Subscriber of these Articles of Incorporation is: Mario de las Cuevas, located at 8585 Sunset Drive, Suite 30, Miami, FL 33143.

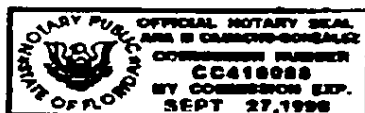
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of August, 1995.


Mario de las Cuevas, Subscriber

STATE OF FLORIDA)
COUNTY OF DADE) ss:

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and takes acknowledgments, personally appeared Mario de las Cuevas known to me to be the person described in an who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.L. Personal ID Card and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 16 day of August, 1995.




NOTARY SIGNATURE
ANA M. CAMACHO-GONZALEZ

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Printed Notary Signature

**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 R.A.M. PROPERTY INVESTMENTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named Mario de las Cuevas located at 8585 Sunset Drive, Suite 30, Miami, Florida 33143, City of Miami, County of Dade, State of Florida, 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.

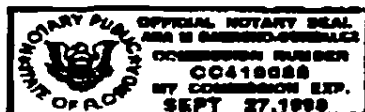
SIGNATURE:

Mario de las Cuevas, Registered Agent

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Mario de las Cuevas known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.L.E. Personal Knowledge, and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 16 day of January, 1993.
August



NOTARY SIGNATURE

Ana M. Camacho-Gonzalez
Printed Notary Signature

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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