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1/31/96 FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CONSULTING KID COMPANY
DEPARTMENT OF STATE 1002 W FLAGLER ST
STATE OF FLORIDA SUITE 400
100 EAST PALM BEACH STREET TALLAHASSEE, FL 32301
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PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000001486))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LIZ D. SOD INC.
FAX AUDIT NUMBER: H96000001486 CURRENT STATUS: REQUESTED
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DIVISION OF CORPORATIONS

356A-4336
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JUN-31-1976 12:33
6963 SW 117th Ave.
Miami, FL 33183
(305) 595.3020
RENE J. CLARAVEZA

ARTICLES OF INCORPORATION
OF
LIZ D. SOD INC.

P.35
(5)

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 FL.

ARTICLE I NAME

The name of the corporation shall be:
LIZ D. SOD, 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 FL, 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 100 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:
825 BIRD ROAD, SUITE 211
MIAMI, FL 33155,
and the name of the initial Registered Agent for the corporation at that address is JULIO A. ABRAHAM.

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

H96000001486

H96000001486

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:

JULIO A. ABRAHAM

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

JULIO A. ABRAHAM
8250 BIRD ROAD, SUITE 211
MIAMI, FL 33155

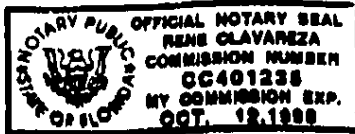
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 29TH day of JANUARY, 1996.

Incorporator:

Julio G. Abraham

The foregoing instrument was executed and acknowledged before me at MIAMI, County of DADE, State of FLORIDA, this 29 day of JAN 29 1996, 1996 by Julio A Abraham ("Incorporator"), who is personally known to me ~~XXXXXXXXXXXXXXXXXXXX~~ ~~XXXXXXXXXXXXXXXXXXXX~~ and ~~who~~ did/did not take an oath.

(SEAL)



Rene Clavarez
Notary Public
State of _____
My Commission Expires: _____

H96000001486

H96000001486

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of FL. LIZ D. SOD, INC., a corporation organizing under the laws of the State of FL, with its principal office located at:

825 BIRD ROAD, SUITE 211
MIAMI, FL 33155

JULIO A. ABRAHAM has named:

JULIO A. ABRAHAM
8250 BIRD ROAD, SUITE 211
MIAMI, FL 33155

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:

95,793
Julio G. Alencar

BEFORE ME, the undersigned authority, this day personally appeared

Julia A. Abraham ("Registered Agent"), at Miami, Florida

County of Dade, State of Florida, who is personally

known to me ~~XX~~

and ~~who~~did/did not take an oath and 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.

19 WITNESS my hand and official seal this _____ day of _____, JAN 29 1996

19_____.

Notary Public
State of _____
My Commission Expires: _____

