

P960000024081

FILED
96 MAR 13 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 12, 1996

Department of State
Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

700001741867
-03/13/96--01000--015
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION
SOUTH SHORE HOLDINGS, INC.

Gentlemen/Ladies:

In connection with the referenced enclosed please find the original and one (1) copy of the Articles of Incorporation. Also enclosed please find check number 11851 in the amount of \$122.50 representing the filing fee.

We have enclosed a Federal Express overnight envelope and bill of lading in order to facilitate the matter. Please forward to us at your earliest possible convenience. Should you have any questions please contact us at (305) 254-3915.63

Yours very truly,


Marta Mouriz

MM/mm
Enclosure

AL MAR 18 1995

ARTICLES OF INCORPORATION
OF

SOUTH SHORE HOLDINGS, INC.

FILED
96 MAR 13 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME.

The name of this corporation is: SOUTH SHORE HOLDINGS, INC.
Its principal mailing address is:
12235 S.W. 129th Court, Miami, Florida 33186

ARTICLE II: NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand shares (1000) of common stock having a par value of One Dollar (US \$1.00) per share. The Board of Directors may increase the capital and the number of shares as an amendment to the By-Laws.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. VOTING RIGHTS.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. PREEMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


ARTICLES VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

REINALDO J. MOURIZ
12235 S.W. 129th Court
Miami, Florida 33186

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Accepted:


REINALDO J. MOURIZ

The board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS.

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one. The names of the initial directors of this corporation are:

Miguel A. Mouriz 12235 S.W. 129th Court, Miami, Fla. 33186

Reinaldo J. Mouriz 12235 S.W. 129th Court, Miami, Fla. 33186

Enrique R. Puig 12235 S.W. 129th Court, Miami, Fla. 33186

The persons named as the initial Director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Reinaldo J. Mouriz, 12235 S.W. 129th Court, Miami, Florida 33186.

ARTICLE X. BY-LAWS.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite his name.

Miguel A. Mouriz 200

Reinaldo J. Mouriz 200

Enrique R. Puig 200

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII. INITIAL CAPITAL.

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

ARTICLE XIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV. POWERS.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV. DIRECTORS RESIDENCY AND COMPENSATION.

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI. REMOVAL OF DIRECTORS.

The shareholders of this corporation shall be entitled to remove any director from office during his term.

ARTICLE XVII. LIMITATION ON POWERS OF COMMITTEE.

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVIII. DIRECTOR QUORUM AND VOTING.

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XIX. MEETINGS BY CONFERENCE TELEPHONE.

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XX. REDUCTION IN STATED CAPITAL.

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XXI. INDEMNIFICATION.

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

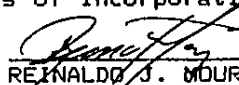
ARTICLE XXII. SUB-CHAPTER "S" AND 1244 STOCK.

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIII. AMENDMENT.

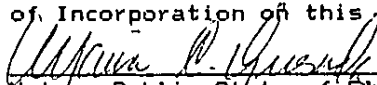
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 8TH day of March, 1996.


REINALDO J. MOURIZ
INCORPORATOR

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, MARIA C. QUESADA, a Notary Public, personally appeared REINALDO J. MOURIZ, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 8TH day of March, 1996, A.D.


Notary Public-State of Florida

My Commission Expires:

(SEAL)

