

ALVAREZ & FERNANDEZ, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

• 050 N.W. 43rd AVENUE
MIAMI, FLORIDA 33126

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MEMBERS

American Institute of
Certified Public Accountants

Florida Institute of
Certified Public Accountants

Date 2-29-96

Document Examiner
New Filing Section
Secretary of State
Division of Corporations
Tallahassee Fl 32302-1500

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Dear Sir:

Please return the enclosed articles of incorporation to the undersigned, at the above address, for the following corporation:

Douglas American Company

Thank you.

Sincerely,



(Mrs.) Josefina F. Alvarez
Administrative Assistant

Enclosures

3/5/96
TS

FILED
96 MAR 20 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 5, 1996

DOUGLAS AMERICAN CORPORATION
650 NW 43RD AVENUE
MIAMI, FL 33126

We have received your document for DOUGLAS AMERICAN CORPORATION .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

I AM RETURNING YOUR ARTICLES UNFILED PER YOUR REQUEST OF
MARCH 1. FOR CORRECTIONS. PLEASE CORRECT DOCUMENT AND
RESUBMIT TO MY ATTENTION FOR FILING. THANK YOU

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 796A00009742

+ NEXT, - PREV, 1. MENU, 2. FILING, 3. OFFICERS
7. LIST, 8. NEXT FILING ON LIST, 9. PREV FILING ON LIST
ENTER SELECTION AND CR:

3/05/96 CORPORATE DETAIL RECORD SCREEN 1149 PM
NUMBER: W96000004664 REJECTED FILING REJ: 03/01/1996
NAME : DOUGLAS AMERICAN CORPORATION *****
CROSS REF: DO NOT FILE AND RETURN TO SENDER FOR CORRECTIONS
DOUGLAS GARCIA 305 448-7500
SUBMIT BY: DOUGLAS GARCIA
USER ID : BUCKLEY_T

1. MENU, 7. LIST, 8. NEXT, 9. PREV

ENTER SELECTION AND CR:

CERTIFICATE OF INCORPORATION

OF

U. S. DOUGLAS CORP

FILED
95 MAR 20 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: U.S. DOUGLAS CORP

ARTICLE II

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

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, which shares shall be of one dollar each (\$1.00).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 650 NW 43RD. AVE. MIAMI, FL 33126.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is 650 NW 43RD AVE. MIAMI, FL 33126.

The registered Agent at the registered address is Douglas Garcia.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
DOUGLAS GARCIA	PRES./SEC./TREASURER	650 NW 43RD AVE. MIAMI, FL. 33126
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

ARTICLE X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARESS</u>
DOUGLAS GARCIA	650 NW 43RD AVE. MIAMI FL 33126	500

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seal
this 12 day of March 1996.

Douglas Garcia
President

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

DOUGLAS GARCIA

to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at City of Miami, State of Florida,
this 12 day of March, 1996.

Josefina Alvarez
Notary Public, State of Florida at Large

My Commission Expires:



Certificate designating place of business or domicile for the
service of process within Florida, naming Agent upon whom process
may be served.

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

First, that U. S. DOUGLAS CORP

Desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at City of Miami,
State of Florida, has named DOUGLAS GARCIA located at 650 NW 43RD
AVE. MIAMI FL 33126 City of Miami, State of Florida, as its Agent
to accept service of process within Florida.

SIGNATURE

Douglas Garcia

TITLE

PRESIDENT

DATE

3/12/96

Having been named to accept service of process for the above state
corporation, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.

SIGNATURE

Douglas Garcia
(registered Agent)

DATE

3/12/96

FILE
MAR 20 8:21
STATE
TALLAHASSEE
FLORIDA