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TO: DIVISION OF CORPORATIONS FROM: EMILY COOPER KITE COMPANY

DEPARTMENT OF STATE

STATE OF FLORIDA

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TALLAHASSEE, FL 32309

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AV INVESTMENTS INC.

FAX AUDIT NUMBER: H90000003983

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/19/1996

TIME REQUESTED: 14:09:19

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: AV INVESTMENTS INC.
REF: W96000005958

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000003963
Letter Number: 296A00012657

Diana Perez Ramos, Esq.
3901 NW 74th Avenue #114
Miami, FL 33146
(305) 549.8003
FL. Bar No. 771597

ARTICLES OF INCORPORATION
OF
AV INVESTMENTS INC.

WE, the undersigned, are desirous of forming a Corporation under the laws of the State of Florida, such laws that are applicable to Corporation for profit, and respectfully petition the Secretary of State for approval of such Corporation under the following proposed Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be AV INVESTMENTS INC. and its principal place of business shall be 19202 S.W. 99 Avenue, Miami, Florida 33157.

ARTICLE II

GENERAL NATURE OF BUSINESS

The General purpose or objects to be transacted, promoted, or carried on by this Corporation are:

Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

SHARES OF STOCK-NUMBER

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 10,000 shares of common stock at the par value of \$1.00 per share.

The shares shall carry no pre-emptive rights.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Stock in this Corporation shall be paid for in lawful money, of the United States of America, or in property, labor or services, provided that where stock is paid for in or by property, labor, services the just value thereof shall be fixed by the Incorporator, or the Board of Directors, in the manner prescribed by state statute.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which the Corporation will begin business will be a minimum of \$10,000.00.

ARTICLE V.

DURATION

This Corporation is to have perpetual existence, commencing upon the approval of the Secretary of State of this Article of Corporation.

ARTICLE VI

DIRECTORS

The affairs of the Corporation will be managed by two Directors (2). The names and the addresses of the individuals who are to serve as directors are as follows:

ANDREW VIEIRA - PRESIDENT
19202 S.W. 99 Avenue
Miami, Florida 33157

ANNA MARIA VIEIRA - VICE PRESIDENT
19202 S.W. 99 Avenue
Miami, Florida 33157

ANNA MARIA VIEIRA - SECRETARY
19202 S.W. 99 Avenue
Miami, Florida 33157

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ARTICLE VII

OFFICERS

The names and addresses of the individuals who will serve as the initial officers of the Corporation until new officers are appointed at the first meeting of the shareholders, is as follows:

ANDREW VIEIRA - PRESIDENT
19202 S.W. 99 Avenue
Miami, Florida 33157

ANNA MARIA VIEIRA - VICE PRESIDENT
19202 S.W. 99 Avenue
Miami, Florida 33157

ANNA MARIA VIEIRA - SECRETARY
19202 S.W. 99 Avenue
Miami, Florida 33157

ARTICLE VIII

SUBSCRIBERS

The name and address of the individual who will serve as the initial officer of the Corporation are as follows:

ANDREW VIEIRA - INCORPORATOR
19202 S.W. 99 Avenue
Miami, Florida 33157

ARTICLE IX

The Company shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, make and file these Articles of

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Incorporation, here by declaring and certifying that the facts herein stated are true, and herunto set my hand and seal this 20 th day of March, 1996.


ANDREW VIEIRA

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

In pursuance of Chapter 40.091, Florida Statutes, the following is submitted in compliance with said Act:

That AV INVESTMENTS INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, at the City of Miami, County of Dade and State of Florida, has named ANDREW VIEIRA, 19202 S.W. 99 Avenue, Miami, Florida 33157 as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state Corporation, at the place designated in the Article, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ANDREW VIEIRA

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