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TO: DIVISION OF CORPORATIONS

FROM: MATT WEINSTEIN, ATTORNEY

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STATE OF FLORIDA

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((H96000005156)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PINECREST MARKETING COUNCIL, INC.

FAX AUDIT NUMBER: H96000005156

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409 EAST GAINES STREET

TALLAHASSEE, FL 32399

11-96- 5756

**ARTICLES OF INCORPORATION  
of  
PINECREST MARKETING COUNCIL, INC.**

*Article I - Name*

The name of this Corporation is:  
**PINECREST MARKETING COUNCIL, INC.**

*Article II - Principal Office and Mailing Address*

The principal office and mailing address of the Corporation shall be:  
**6796 Southwest 62d Ave., South Miami, FL 33143**

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*Article III - Duration*

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

*Article IV - Purpose*

This Corporation is organized for the purpose of engaging in the provision of services; in the import, export, purchase and sale of wholesale and retail goods and in any business permitted by law.

*Article V - Powers*

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporations Act, Florida Statutes, Chapter 607, et. seq.

*Article VI - Capital Stock*

This Corporation is authorized to issue three hundred shares of no par value common stock. Said stock shall be issued pursuant to a plan under §1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said Stock shall be payable in cash, services or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

*This Document prepared for electronic filing by:*  
**MATT WEINSTEIN, Attorney at Law, fbn 113320**  
7800 Red Road, Suite 126  
South Miami, Florida 33143  
ph. 305-661-3413

H - 96- 6752

H-96-6/56

*Article VII - Rights of Shareholders*

Except as otherwise provided by law, the entire voting power for the selection of Directors, the adoption of By-Laws, and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares. At their option the affairs of the Corporation may be managed by the Shareholders.

*Article VIII - Initial Registered Office and Agent*

The Street Address of the Initial Registered Office of this Corporation is:  
6796 Southwest 62d Ave., South Miami, FL 33143  
The initial Registered Agent of the Corporation at that address is:  
GRANT MILLER

*Article IX - Incorporator*

The name and address of the person signing these Articles of Incorporation is:  
GRANT MILLER, 6796 Southwest 62d Ave., South Miami, FL 33143.

*Article X - Amendment*

This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

IN WITNESS WHEREOF the Undersigned Incorporator has executed these Articles of Incorporation this 11th day of April, 1996, at South Miami, in the County of Dade and State of Florida.

\_\_\_\_\_  
INCORPORATOR, GRANT MILLER

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared: GRANT MILLER, who, being personally known to me, or who produced the following good identification:  
executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed same for the purposes therein expressed.

WITNESS my hand and seal this 11th day of April, 1996.

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
OFFICIAL NOTARY SEAL  
MATT WEINSTEIN  
COMMISSION NUMBER:  
CC448552  
MY COMMISSION EXPIRES  
MAR. 27.15

H - 96-6/56

H-96- 5756

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

The Undersigned hereby accepts Designation as the Initial Registered Agent of  
PINECREST MARKETING COUNCIL, INC.

I understand that I shall remain as Registered Agent until I have either resigned or a successor has been appointed by the Corporation and that no such resignation or succession is effective until both the Corporation and the Secretary of State of Florida have been notified in the manner required by law. I understand that as Registered Agent I am required to be available at the Registered Office of the Corporation during normal business hours for receipt of Process and for such other purposes as required by Florida Statutes.

Signed this 11th day of April, 1996.

  
REGISTERED AGENT, GRANT MILLER

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