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((H90000005874))  
 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 NAME: LACHAR CORPORATION  
 FAX AUDIT NUMBER: H90000005874  
 DATE REQUESTED: 04/25/1996  
 CERTIFIED COPIES: 1  
 NUMBER OF PAGES: 6  
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 TIME REQUESTED: 16:45:22  
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NUM Connect: 00:14:8

FILED  
 95 APR 26 PM 5:44  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*Handwritten signature and date: 4/29/96*

DIVISION OF CORPORATIONS  
 95 APR 26 AM 9:12

RECORDED



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**April 26, 1996**

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: LACHAR CORPORATION**  
**REF: W96000009024**

**We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:**

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**Loria Poole**  
**Corporate Specialist**

**FAX Aud. #: H96000005874**  
**Letter Number: 096A00020005**

FILED  
APR 26 1996  
P.03/03

**ARTICLES OF INCORPORATION  
OF  
LACHAR OF MIAMI CORPORATION**

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is LACHAR of Miami Corporation (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 150 S.E. 2nd Avenue, Suite 101, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Jose A. Santos, Jr., Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects to be governed by Section 607.0630 of the Florida Business Corporation Act, as amended from time to time, relating to preemptive rights.

Each Shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the

Jose A. Santos, Jr.  
Florida Bar No. 438870  
Broad and Cassel  
201 S. Biscayne Boulevard, Suite 3000  
Miami, Florida 33131  
(305) 373-9400

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shares preemptive within 30 days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within 30 days of receipt of notice from the Corporation.

**EIGHTH:** The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent possible, pursuant to Section 607.0850 of the Florida Business Corporation Act, as amended from time to time.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably

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believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that any person referred to in the first two paragraphs of this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under the first two paragraphs of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in the first two paragraphs of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (b) if such quorum is not obtainable, or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; or (c) by independent counsel.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation as provided in this Article. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any

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statute, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

For the purposes of this section, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

**NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation and the Corporation shall have perpetual existence.

**IN WITNESS WHEREOF,** the undersigned incorporator has executed these Articles of Incorporation as of the 25th day of April, 1966.

  
\_\_\_\_\_  
Jose A. Santos, Jr., Incorporator

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0608 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: *all*  
Allison A. Lichter, Vice President

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/25/96

P96000036743

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SERVICE  
ELECTRONIC FILING COVER SHEET

((H96000016611 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LACHAR OF MIAMI CORPORATION  
AUDIT NUMBER.....H96000016611  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 2  
DNL.METHOD.. FAX  
EST.CHARGE.. \$35.00

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56 DEC -3 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Correction

12/3/96

Rec'd 12/3/96

SH 12/3

Amend.





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 2, 1996

LACHAR OF MIAMI CORPORATION  
150 S.E. 2ND AVE.  
SUITE 101  
MIAMI, FL 33131

SUBJECT: LACHAR OF MIAMI CORPORATION  
REF: PSC000036743

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain the statement: Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000016611  
Letter Number: 596A00053901

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96 DEC -3 PM 2:07  
DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT  
OF  
LACHAR OF MIAMI CORPORATION

WHEREAS, the undersigned constitute all of the shareholders of record of LACHAR OF MIAMI CORPORATION adopted the amendment on November 14, 1996.

WHEREAS, these articles of amendment were approved by a unanimous vote of the Board of Directors and Stockholders and the votes casted were suffice for approval.

WHEREAS, the Board of Directors of the corporation has adopted a resolution recommending on November 14, 1996 by the stockholders and directors.

Authorizing Amendment of Certificate of Incorporation filed on April 26, 1996; under document P96000036743, are setting new provisions to read as follow:

ARTICLE V

The new Board of Directors of this company are:

Julia Raffe de Chiappe  
150 S.E. 2nd Avenue Suite 101 Miami, Fl. 33131

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ALLAHASSE, FL  
President  
Secretary

ARTICLE II

The principal office of this corporation is: 150 S.E. 2nd Avenue Suite 101 Miami, Fl. 33131, and the Registered Agent is Julia Raffe de Chiappe.

Carlos Solano, Acct. (305) 674. 1681  
1626 ALTON RD., MIAMI BCH., FL 33139

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RESOLVED FURTHER : That a certificated setting forth the amendment, certifying that such amendment has been duly adopted in accordance with the provisions of section of the Corporation Law of the State of Florida, and containing such others statements as may be necessary or advisable, be may under the seal of the corporation and signed by its President and its secretary and acknowledged by its said President and that the said certificated, so executed and acknowledged be filed in the office of the Secretary of State, and resolved further, that the officers of this corporation are hereby authorized, empowered, and directed to take any and all further acts or proceedings which they may be necessary or proper to effectuate the said amendment.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Done and Dated this November 14, 1996; Miami, Florida.

Signatures:

  
Julia Ruffo de Chiappa  
President - Secretary

  
Julia Ruffo de Chiappa  
Registered Agent

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS.**

Pursuant to the provisions of section 607.0202 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.


**FIRST:** The name of the corporation is: Lachat of Miami Corporation, and was filed on April 26, 1996; under document number P96000016743 and address, 150 S.W. 2nd Ave. Suite 101 Miami, Fl. 33131; registered agent Allison A. Lichter.

The new registered office will be at 150 S.W. 2nd Avenue Suite 101, Miami, Fl. 33131, and the Registered Agent Julia Raffe de Chiappe, hereby as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate.

I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provision of all Statutes relative to proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Julia Raffe de Chiappe  
Registered Agent.

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4/23/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LACHAR OF MIAMI CORPORATION  
AUDIT NUMBER.....H97000006643  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 2  
DEL.METHOD.. FAX  
EST.CHARGE.. \$35.00

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TALLAHASSEE, FLORIDA

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(2)

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
LACHAR OF MIAMI CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 APR 23 PM 12:24

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REF. NUMBER: P96000036743

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

- FIRST: Amendment adopted: Article 1: The name of the corporation:  
The new name of this corporation is RAFO-RAFO-RAFO , CORP.
- SECOND: This amendment was adopted on April 20, 1997.
- THIRD: The amendment was approved by by the shareholders. and directors for unanimous votes.  
The number of votes cast for the amendment was sufficient for approval.

Signed this 20 day of April of 1997.

*Julia R de Chiappe*  
Julia Raffo De Chiappe  
President

Prepared by:  
Alex Alvarez, Acct  
1235 Aton Rd.  
Miami Bch., FL 33139  
(305) 674-1681

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EMPIRE CORPORATE KIT

APR-23-1997 16:25