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Charter Number Only

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Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

TALLAHASSEE, FLORIDA

95 MAY -2 PM 12:34

FILED

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-05/02/96--01041--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

SUNDDRI, INC.



Toll Free: 1-800-432-3028



Profit



NonProfit



Amendment



Merger



Foreign



Dissolution



Mark



Limited Partnership



Annual Report



Other



Reinstatement



Reservation



Change of Registered Agent



Certified Copy



Photo Copies



Certificate Under Seal



Call When Ready



Call If Problem



After 4:30



Walk In



Will Wait



Pick Up



Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

K. CHESSER MAY 2 1996

ARTICLES OF INCORPORATION

OF

SUNDARI, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I  
NAME, PRINCIPAL PLACE OF BUSINESS  
AND MAILING ADDRESS

The name of the corporation shall be:

SUNDARI, INC.

The principal place of business and mailing address shall be:

750 PENNSYLVANIA AVE., SUITE # 6  
MIAMI BEACH, FLORIDA 33139

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TALLAHASSEE, FLORIDA

ARTICLE II  
PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) Professional Services
- b) To transact any lawful business.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Hundred (100) shares of common stock, having a nominal or par value of \$2.50 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV  
TERM

This corporation shall have perpetual existence.

ARTICLE V  
REGISTERED OFFICE

The Registered Office shall be located at 4942 Le Jeune Road South, Coral Gables, FL 33146 or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VI  
DIRECTORS, OFFICERS AND INITIAL REGISTERED AGENT  
This corporation shall have not less than one (1) nor more than nine (9) directors, as set forth in the By-Laws. The name and street addresses of the first Board of

Directors, the initial Registered Agent and the initial Officers of this corporation who, subject to these Articles of Incorporation, By-Laws and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are as follows:

| <u>NAME</u>                                    | <u>ADDRESS</u>                                      |
|--|---|
| Valentina Gonzalez<br>President/Treasurer      | 750 Pennsylvania Ave., # 6<br>Miami Beach, FL 33139 |
| Gilberto Parrella<br>Vice President, Secretary | 750 Pennsylvania Ave., # 6<br>Miami Beach, FL 33139 |
| Efrain Gonzalez<br>Registered Agent            | 4942 Le Jeune Rd. So.<br>Coral Gables, FL 33146     |

#### ARTICLE VII SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are:

|                    |  |
|--------------------|--|
| Valentina Gonzalez | 750 Pennsylvania Ave. # 6<br>Miami Beach, FL 33139 |
|--------------------|--|

#### SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, country or nation or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors or wherever a greater vote is required by law or in the By-Laws for that vote.

ARTICLE IX  
INSPECTION OF BOOKS AND RECORDS

Every officer and every director of the corporation shall be indemnified by the corporation as permitted by law against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved by reason of them being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI  
TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or the executive committee as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other person, is used.

ARTICLE XII  
AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Miami, Dade County, Florida, this 29 day of APRIL, 1996.

Valentina Gonzalez  
VALENTINA GONZALEZ

Gilberto Parrella  
GILBERTO PARRELLA

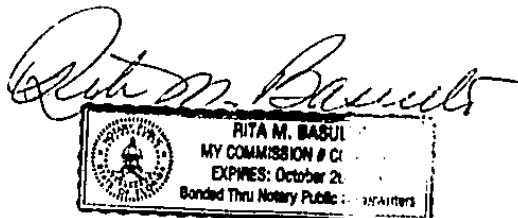
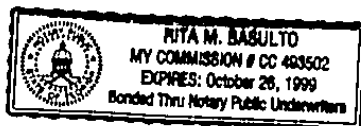
STATE OF FLORIDA)  
                                  SS  
COUNTY OF DADE )

April SWORN TO and SUBSCRIBED before me this 29<sup>th</sup> day of April, 1996.

My Commission Seal:

Personally known ✓ or produced identification \_\_\_\_\_


Type of Identification Produced \_\_\_\_\_



CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections  
48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of  
SUNDARI, INC. in its Articles of Incorporation, at the  
place designated in such Articles of Incorporation, the  
undersigned hereby agrees to act in this capacity and  
affirms that it is familiar with, and accepts, the  
obligations of such position.

By:   
EFRAIN GONZALEZ

FILED  
95/MAY -2 PM 12:34  
TALLAHASSEE, FLORIDA

Dated: 29-4-96