

1201 HAYN STREET
TALLAHASSEE, FL 32301
904 222 9071
904 222 0193 FAX

800-343-8086



P96000041582

ACCOUNT NO. : 072100000032

REFERENCES: *951570* 103886

AUTHORIZATION :

COST LIMIT : * 70.00

ORDER DATE : May 13, 1996

ORDER TIME : 11:11 AM

ORDER NO. : 951570

CUSTOMER NO: 7103886

CUSTOMER: Ms. Aileen Cruz
MS. AILEEN CRUZ

7th Floor
141 N.e. 3rd Avenue
Miami, FL 33132

DOMESTIC FILING

NAME: UNIQUE ELEMENTS INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrena Randolph

EXAMINER'S INITIALS:

RECEIVED
96 MAY 14 PM 2:13
DIVISION OF CORPORATION
5/15/96
TS

ARTICLES OF INCORPORATION
OF
UNIQUE ELEMENTS INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

UNIQUE ELEMENTS INC.

The address of the principal office of this corporation shall be 141 Northeast 3rd Avenue, 7th Floor, Miami, Florida 33132, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

RECORDED
MAY 11 1965
STATE OF FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Aileen Cruz Dir.	141 Northwest 3rd Avenue, 7th Floor, Miami, Florida 33132
Alberto A. Garcia Dir.	Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on May 14, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

SBR

P96000041562

P.O. BOX 11-2440
Miami, Florida 33111-2440

400001960094
-09/30/96--01058--005
*****35.00 *****35.00

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 30 AM 10:01

APPROVED
AND
FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten: P96000041562
RA [Signature]
9-30-96

Examiner's Initials	
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Florida Department of State, Sandra B. Morham, Secretary of State

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

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, 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.

1. The name of the corporation is: UNIQUE ELEMENTS INC.

2. The mailing address of the corporation is: 141 NE 3rd Ave. 7th floor Miami FL 33132

3. Date of incorporation/qualification: May 14, 1996 Document number: P96000041562

4. The name and address of the current registered agent and office: Corporate Agents Inc 1013 Centre Road Wilmington, Delaware 19899

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) M. Z. BAZAN 141 NE 3 AVE 7 floor MIAMI FL 33132

SECRETARY OF STATE PALM BEACH FLORIDA 96 SEP 30 AM 10:01 APPROVED AND FILED

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) Aileen Cruz (Date) 9/24/96

AILEEN CRUZ, DIRECTOR (Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent) M. Z. Bazan (Date) 9/24/96

If signing on behalf of an entity: (Typed or Printed Name) (Capacity)