

P960000 60538

Check Number

FILED
JUL 19 1996
TALLAHASSEE, FLORIDA

7-8-96
H. Mark Hayes
Requestor's Name
1101 Brickell Ave.
Address
Miami, FL 33130
City State ZIP Phone
371-2132.2

VALIDATION ONLY

100001387481
-07/09/96--01079--009
***122.50 ***122.50

CORPORATION(S) NAME

O. Corp.



EMPIRE Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Pick Up | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

F. CHESSEB JUL 19 1996
CERTIFIED COPY

W96 14324
502



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1996

EMPIRE

TALL, FL 32301

SUBJECT: O. CORP.
Ref. Number: W96000014324

96 JUL 19 11 09 58
DIVISION OF CORPORATIONS

TALLAHASSEE, FLORIDA

96 JUL 19 11:17

FILED

We have received your document for O. CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 496A00033360

ARTICLES OF INCORPORATION

OF

SOUTH MARK ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: SOUTH MARK ENTERPRISES, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the law of the United States or of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of common stock having a nominal or par value of (\$1.00) per share.

ARTICLE IV

INITIAL STOCK

The amount of capital with which this corporation will begin business in One Hundred Dollars (\$100.00).

FILED
JUL 19 AM 11:17
TALLAHASSEE, FLORIDA

ARTICLE V
BEGINNING OF CORPORATION EXISTENCE

The date of corporate existence shall be the time of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial post office address of the principal office is:

6914 N.W. 51 Street
Miami, FL 33166

ARTICLES VIII
DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which said person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action

alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though no specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation, or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there at

to authorize any such transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE IX

INITIAL DIRECTOR

CARLOS A. OCHOA
4000 Collins Avenue
Apt. 317
Miami Beach, FL 33140

ARTICLE X

INITIAL OFFICER

The initial officers of the corporation are as follows:

CARLOS A. OCHOA
4000 Collins Avenue
Apt. 317
Miami Beach, FL 33140

ARTICLE XI

INITIAL SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is CARLOS A. OCHOA, 4000 Collins Avenue, Apt. 317, Miami Beach, FL 33140.

WITNESS the hand and seal of said subscriber this 3rd day of July, 1996.

A handwritten signature in cursive script, appearing to read 'C. A. Ochoa', written over a horizontal line.


CARLOS A. OCHOA

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent and Registered Office of the Corporation shall be: CARLOS A. OCHOA, 4000 Collins Avenue, Apt. 317, Miami Beach, FL 33140 .

IN WITNESS WHEREOF, I the undersigned, being the original Registered Agent to accept service of process for the corporation hereinabove named, do hereby accept the appointment as Registered Agent for said corporation, agree to comply with the provision of said Act relative to keeping open said office and hereunto set hand and/or seal this 3rd day of July, 1996.

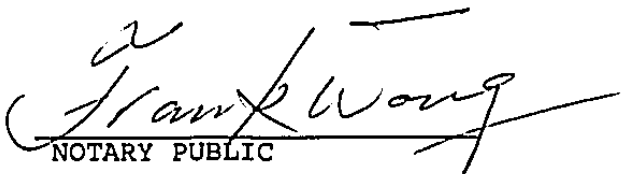


CARLOS A. OCHOA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
CARLOS A. OCHOA, who is to me well known to be the person
described in and who subscribed the above Articles of
Incorporation, and he did freely and voluntarily acknowledge before
me, according to the law that they made and subscribed the same for
the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREFORE, I have hereunto set my hand and official
seal at Miami, Dade County, Florida this 3rd day of
July, 1996.


NOTARY PUBLIC

MY COMMISSION EXPIRES
 FRANK WONG
COMMISSION # CC 480381
EXPIRES OCT 10, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

06 JUL 19 AM 11:17

FILED IN MIAMI
FLORIDA

CERTIFICATE OF DESIGNATION

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that CARLOS A. OCHOA, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named CARLOS A. OCHOA 4000 Collins Avenue, Apt. 317, Miami Beach, FL 33140 County of Dade, State of Florida, as its agent to accept service of process with this state.

ACKNOWLEDGEMENT

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



CARLOS A. OCHOA