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4:52 PM PUBLIC ACCOUNT SYSTEM
((H96000010278)) FAX: (904) 922-4000
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-0000
TALLAHASSEE, FL 32309 CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: OTTOMAN HOLDINGS OF MIAMI, INC.
FAX AUDIT NUMBER: H96000010278 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/24/1996 TIME REQUESTED: 10:52:23
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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96 JUL 25 AM 9:08
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TALLAHASSEE, FLORIDA

95 JUL 25 AM 7:49
DIVISION OF CORPORATIONS

RECEIVED
JUL-24-1996 16:59

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
OTTOMAN HOLDINGS OF MIAMI, INC.

ARTICLE I - NAME

The name of this Corporation is OTTOMAN HOLDINGS OF MIAMI, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation May engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of no par common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is J. Luis Quintana and the street address of the initial registered office of this Corporation is 338 Minorca Avenue, Coral Gables, Fl 33134.

THIS INSTRUMENT PREPARED BY:
J. L. QUINTANA, ESQUIRE
QUINTANA & ASSOCIATES, P.A.
338 MINORCA AVENUE
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 444-0300
FLORIDA BAR #054867

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PAGE TWO OF ARTICLES OF INCORPORATION
OF OTTOMAN HOLDINGS OF MIAMI, INC.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors May be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAMES:

ADDRESSES:

Otto Morelli

2910 S.W. 24th Terrace, Miami, FL 33145

ARTICLE VII - LAWS

The By-Laws of this Corporation May be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

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Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as May be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Otto Morelli and his street address is 2910 S.W. 24th Terrace, Miami, Florida 33145.

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 2910 S.W. 24th Terrace, Miami, Florida 33145, County of Dade, State of Florida. The Corporation May also have offices at such places within or without the State of Florida as the board May from time to time establish.

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PAGE THREE OF ARTICLES OF INCORPORATION
OF OTTOMAN HOLDINGS OF MIAMI, INC.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

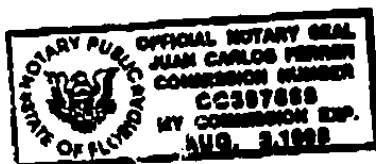
IN WITNESS WHEREOF, the undersigned ~~has~~ executed these Articles of Incorporation, this 24 day of July, 1996.



Otto Morelli

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Otto Morelli known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of OTTOMAN HOLDINGS OF MIAMI, INC. and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24 day of July, 1996.




NOTARY PUBLIC, State of Florida
Juan Carlos Ferrer
Printed Name of Notary Public
My Commission Expires:

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85-010000102-78

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

FILED
96 JUL 25 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.


First, that **OTTOMAN HOLDINGS OF MIAMI, INC.**, a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named J. Luis Quintana, located at 338 Minorca Avenue, Coral Gables, FL 33134, as its agent to accept service of process within this State.

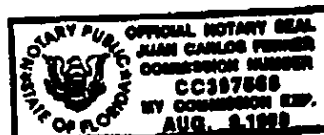
Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this July 24, 1996.


J. Luis Quintana

SWORN TO AND SUBSCRIBED before me this July 24, 1996.


NOTARY PUBLIC, State of Florida
J. C. Ferrer
Printed Name of Notary Public
My Commission Expires:



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