

08/30/96

GEOFFREY M. WAYNE, P.A. 1901 S BAYSHORE DR

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FROM: GEOFFREY M. WAYNE, P.A.

DEPARTMENT OF STATE

1001 S BAYSHORE DR

STATE OF FLORIDA

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TALLAHASSEE, FL 32399

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OR P.A.

NAME: ISABELLA CORP.

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**ARTICLES OF INCORPORATION
OF
Semoran Corp.**

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TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **Semoran Corp.** The principal place of business of this corporation shall be 848 Brickell Avenue, Suite 600, Miami, Florida 33131.

ARTICLE II.

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact 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 IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

H96000012007
Geoffrey M. Wayne, Esquire
1001 S. Bayshore Drive, Suite 2702
Miami FL 33131
(tel.)305.381.8108
(fax)305.381.8109
FL Bar No. 329444

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<u>Number of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
500	\$1.00	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be c/o GEOFFREY M. WAYNE, P.A., Brickell Bay Office Tower, Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900, and the name of the initial registered agent of the corporation at that address is Geoffrey M. Wayne.

ARTICLE VI. DIRECTORS

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Ramon Barrios
848 Brickell Avenue
Suite 600
Miami FL 33131

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ARTICLE VII. INCORPORATOR

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

Geoffrey M. Wayne, Esq.
Brickell Bay Office Tower, Suite 2702
1001 South Bayshore Drive
Miami, Florida 33131-4900

ARTICLE VIII.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

ARTICLE X. PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms

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and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 5th day of September, 1996.

By: Geoffrey M. Wayne
Geoffrey M. Wayne, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of **Semoran Corp.**, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 5th day of September, 1996.

By: Geoffrey M. Wayne
Geoffrey M. Wayne, Registered Agent

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