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FLORIDA STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DIVERSIFIED SOUTH BEACH HOLDINGS, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

DIVERSIFIED SOUTH BEACH HOLDINGS, INC.

The address of the principal office of this corporation shall be 850 Washington Avenue, #9, Miami Beach, Florida 33139, 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 5,000 shares of common stock at \$1.00 par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of this corporation shall be 526 East Park Avenue, Suite 200 Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is UCC Filing & Search Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The name and address of the initial Officer and Director is:

Angel H. Martino 850 Washington Avenue, #9 Miami Beach, FL 33139	President/Director
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ARTICLE VII. INCORPORATOR

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

UCC Filing & Search Services, Inc.
526 East Park Avenue, Suite 200
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing
& Search Services, Inc., has hereunto set her hand and seal
of UCC Filing & Search Services, Inc., on this 10th day of
September, 1996.

UCC Filing & Search Services, Inc.

By: Betty E. Young
Its Agent, Betty E. Young

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FLORIDA STATE
REGISTRATION

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

UCC Filing & Search Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation name 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.

UCC Filing & Search Services, Inc.

By: Betty J. Young
Its Agent, Betty J. Young

CONTACT

OFFICE USE ONLY (Document #)

P96000075227

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

826 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(804) 601-0528

(Phone #)

T000001943257
09/16/96--01039--020
*****35.00 *****35.00

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

Mail Out

Will Wait

Photocopy

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

AMENDMENTS

- Amendment
- Resignation of R.A. Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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SEP 16 1996
TALLAHASSEE, FLORIDA
DIVISION OF CIVIL
SECRETARY OF STATE

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DIVISION OF SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

HOLD FOR
PICKUP BY
UCC SERVICES

Florida Department of State, Sandra B. Martum, 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 _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: _____

DIVERSIFIED SOUTH BEACH HOLDINGS, INC.

1b. The mailing address of the corporation is: _____

850 WASHINGTON AVENUE, #9, MIAMI BEACH, FLORIDA 33139

1c. Date of incorporation: September 10, 1990 Document number: P960000755

2. The name and address of the current registered agent and office:

UCC Filing & Search Services, Inc.

526 East Park Avenue, Suite 200

Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

Lynne Fessenden Bluni, P.A.

420 Lincoln Road, Suite 288

Miami, Florida 33139

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)

9/12/96
(Date)

President, Angel Martino

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)

9/12/96
(Date)

If signing on behalf of an entity:

Lynne Fessenden Bluni, Esq.

President

(Typed or Printed Name)

(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314