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TALLAHASSEE, FL 32301-2607  
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P96000089585

**CSC networks**

PREMIER DIAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 137863 81054A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 30, 1996

ORDER TIME : 10:37 AM

ORDER NO. : 137863-005

CUSTOMER NO: 81054A

CUSTOMER: James M. Schiff, Esq  
JAMES M. SCHIFF, ESQ

Suite 1609  
9130 South Dadeland Blvd  
Miami, FL 33156

DOMESTIC FILING

NAME: ~~REAL INVEST~~ INC. <sup>VARADERO INVESTMENTS,</sup>

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kellie K Beumer

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 OCT 30 4:11:23  
STATE  
TALLAHASSEE, FL 32301

600001990826-1-2  
-10/30/96--01080-012  
\*\*\*\*122.50 \*\*\*\*122.50

RECEIVED  
96 OCT 30 PM 12:11  
DIVISION OF CORPORATION

W-23133  
KR 10:30  
10-31-96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 30, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: REAL INVEST, INC.  
Ref. Number: W96000023133

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for REAL INVEST, INC. 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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 396A00050113

ARTICLES OF INCORPORATION  
OF

VARADERO INVESTMENTS, INC.

FILED  
96 OCT 30 AM 11:23  
1996  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, 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

The name and initial address of this corporation shall be:

VARADERO INVESTMENTS, INC.  
9130 South Dadeland Blvd., Suite 1609  
Miami, Florida 33156

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u><br><u>Authorized</u> | <u>Par Value</u><br><u>Per Share</u> | <u>Class of</u><br><u>Stock</u> |
|--|--------------------------------------|---------------------------------|
| 500  | \$1.00                               | Common                          |

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

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

#### ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be at 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be James M. Schiff.

#### ARTICLE VI

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The names and address of the first Director(s) of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

| <u>NAME</u>    | <u>ADDRESS</u>  |
|----------------|---|
| Maria C. Ramos | 9130 South Dadeland Blvd.<br>Suite 1609<br>Miami, Florida 33156 |

#### ARTICLE VIII

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

|   |   |
|---|---|
| Maria C. Ramos<br>(President, Secretary<br>Tresurer | 9130 South Dadeland Blvd.<br>Suite 1609<br>Miami, Florida 33156 |
|---|---|

#### ARTICLE IX

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

#### ARTICLE X

The name and address of the incorporator is JAMES M. SCHIFF, of 9130 South Dadeland Boulevard, Suite 1609, Two Datan Center, Miami, Florida 33156.

#### ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE XII

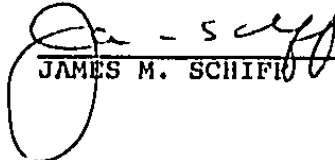
The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

#### ARTICLE XIII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation,


heroby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 29th day of October, 1996.

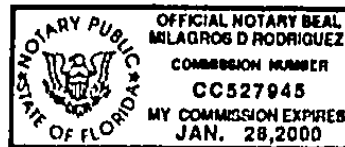
 (Seal)  
JAMES M. SCHIFF

STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DADE )

The foregoing instrument was acknowledged to before me this 29th day of October, 1996, by JAMES M. SCHIFF, who is personally known to me to who has produced \_\_\_\_\_ as identification and who did take an oath.

My Commission Expires:

  
Notary Public, State of Florida  
at Large  
MILAGROS D. RODRIGUEZ  
(Printed Notary Name)  
Commission No. CC 527945

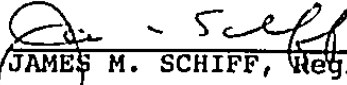


**CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted.

First-That VARADERO INVESTMENTS, INC., under the laws of the State of Florida, has named JAMES M. SCHIFF, 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156 as its statutory registered agent.

Having named statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
JAMES M. SCHIFF, Registered Agent

Dated this 29<sup>th</sup> day of October, 1996.

FILED  
96 OCT 30 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA