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11/19/96 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
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NAME: SURPRISE, INC.

AUDIT NUMBER.....H96000016077

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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96 NOV 14 PM 3:47
TALLAHASSEE, FLORIDA

Don
11/12/96

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**Articles of Incorporation
of
Surprise, Inc.**

FILED
NOV 14 1996
CLERK OF COURT
STATE OF FLORIDA

Article I. Name

The name of this Florida corporation is:
Surprise, Inc.

Article II. Address

EFFECTIVE DATE
11-13-96

The mailing address of the Corporation is:
Surprise, Inc.
2671 SW 27th Avenue
Miami FL 33133

Article III. Capital Stock

The Corporation shall have the authority to issue 1,200 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Gloria Correa
2671 SW 27th Avenue
Miami FL 33133

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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A. George Gutierrez FL Bar Member
Law Offices of A. George Gutierrez
7700 Mindello Street
Miami FL 33143
305-441-9060 • Fax 305-663-8137

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Gloria Correa

Article VI. Incorporator

The name and address of the incorporator is:

A. George Gutierrez
Law Offices of A. George Gutierrez
7700 Mindello Street
Miami FL 33143

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective November 13, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on November 14, 1996



A. GEORGE GUTIERREZ

by L.A. Uriarte as attorney-in-fact

H96000016077

A. George Gutierrez FL Bar Member
Law Offices of A. George Gutierrez
7700 Mindello Street
Miami FL 33143
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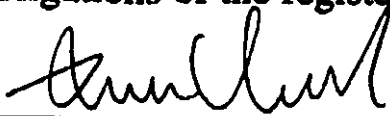
**Certificate of Designation
Registered Agent and Registered Office**

CORPORATION:
Surprise, Inc.

REGISTERED AGENT:
Gloria Correa
2671 SW 27th Avenue
Miami FL 33133

96 NOV 14 PM 3:47
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SECURITY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



GLORIA CORREA

Date: 11/14/96

by L.A. Uriarte as attorney-in-fact

A. George Gutierrez FL Bar Member
Law Offices of A. George Gutierrez
7700 Mindello Street
Miami FL 33143
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