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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GYPSY RED HILL, INC.

AUDIT NUMBER.....H96000016180

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION OF H96 000016180

GYPSY RED HILL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms the corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GYPSY RED HILL, INC.

The principal place of business of this corporation shall be:

**1623 N.E. 185 STREET, SUITE 146
NORTH MIAMI BEACH, FLORIDA 33179**

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 500 shares of common stock having \$1.00 per value per share, all of one class.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 17890 W. DIXIE HIGHWAY SUITE 108 NORTH MIAMI BEACH, FLORIDA 33160 the name of the initial registered agent of the corporation at that address is **JEFF HARRIS**.

Prepared by:
Magda Montiel Montiel Davis, P.A.
2650 S.W. 27 Avenue, Ste. 304
Miami, Florida 33133
Atty: 236901
(305) 446-1151

H96 000016180

36 MAY 15 1996
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CLERK OF COURT
MIAMI COUNTY, FLORIDA

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLES VII. DIRECTORS

This corporation shall have a board of directors consisting of no less than one director. The Initial Board of Directors shall be:

JEFF HARRIS, President

1623 N.E. 185 STREET, SUITE 146

NORTH MIAMI BEACH, FLORIDA 33179

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: JEFF HARRIS 1623 N.E. 185 STREET, SUITE 146 NORTH MIAMI BEACH, FLORIDA 33179.

ARTICLE IX. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

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IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this 15th day of November 1996 for the purpose of forming this Corporation under the laws of the State of Florida.

Jeff Harris

DIRECTOR

STATE OF FLORIDA)

: SS

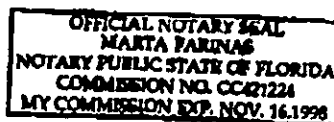
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th day of November, 1996. by *Jeff Harris*, who is personally known to me and who did take an oath.

Marta Farinas

Notary Public, State of Florida at Large

My Commission Expires:



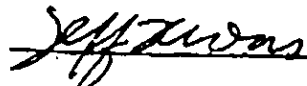
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ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

IN WITNESS WHEREOF I have hereby set my hand and seal this 5th day of November 1996.



NAME

REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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