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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: ADRIAN & COHEN CONSTRUCTION INC.

AUDIT NUMBER.....H96000016841

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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NO. 126

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**CERTIFICATE OF INCORPORATION
OF
ADRIAN & COHEN CONSTRUCTION, INC.**

I, the undersigned, in order to form a corporation under a pursuant to the provisions of the Laws of the State of Florida for the purposes hereafter set forth, hereby subscribe to this Certificate of Incorporation.

**ARTICLE I
NAME OF CORPORATION**

The name of the proposed corporation shall be:

ADRIAN & COHEN CONSTRUCTION, INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be any activity permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 500 shares at no par value.

Prepared by:
Carmen Leiva
5315 S.W. 140 Place
Miami, Fl. 33175

Phone: (305) 225-9283

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**ARTICLE IV
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this state of the principal office of this corporation is 5315 S.W. 140 Place, Miami Fl.33175. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI
DIRECTORS**

This corporation shall have initially one Director. The number of Directors may increased or diminished from time to time by-laws adopted by the stockholders.

**ARTICLE VII
INITIAL DIRECTORS**

The name and street of the member(s) of the first Board of Director(s) is:

**President, Vice-President, Secretary, Treasures
Carmen Leiva
5315 S.W. 140 Place
Miami, Fl. 33175**

H96000016841

12/02/96

13:24

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**Article VIII
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the incorporator is Carmen Leiva, 5315 SW 140 Place, Miami, Fl. 33175.

**ARTICLE IX
REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be, 5315 S.W. 140 Place, Miami, Fl. 33175.

And the registered agent shall be

Carmen Leiva

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I Hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Registered Agent

**ARTICLE X
AMENDMENT**

This Corporation reserves the right to amend any provision of this articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

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12/02/96

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IN WITNESS WHEREOF, The undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this Nov. 22, 1996.


Incorporator

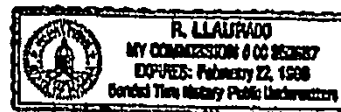
(STATE OF FLORIDA)

(COUNTY OF DADE)

BEFORE ME, A Notary Public, personally appeared , the incorporator herein, who, executed the foregoing Articles of incorporation and stated on oath that the contents thereof are true and correct, this Nov. 22, 1996.

My commissions expires:





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12/02/96

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Adrian & Cohen Construction, INC.
2. The name and address of the registered agent and office is: Carmen Leiva, 5315 SW 140 Place, Miami, Fl. 33175.

SIGNATURE: _____

President

TITLE: _____

November 22, 1996

DATE: _____

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DATE: _____

11.22.96

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STATE
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