

P960009762

ASSELTA, GERLICK, & FENLASON
POST OFFICE BOX 31
LAKE WORTH, FL. 33460

SECRETARY OF STATE
CORPORATION RECORDS BUREAU
DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FL 32314

000002016020--6
-11/27/96--01067--001
*****70.00 *****70.00

TO WHOM IT MAY CONCERN:

PLEASE SEE ENCLOSED ORIGINAL AND COPY OF ARTICLES OF
INCORPORATION FOR: Scheer Family, Inc.

ALSO, ENCLOSED IS CHECK IN THE AMOUNT OF \$70.00 TO COVER THE
FILING FEES OF \$35.00 AND REGISTERED AGENT DESIGNATION FEES OF
\$35.00.

IF THERE ARE ANY QUESTIONS REGARDING THIS CORPORATION, PLEASE
CONTACT OUR OFFICE AT THE NUMBER LISTED BELOW.

THANK YOU.

SINCERELY,

JOHN D. FENLASON
PRESIDENT
407/582-5129

JF/sf

FILED
98 NOV 27 AM 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I NAME

The name of this corporation shall be as follows:

SCHEER FAMILY, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

4602 SE MANATEE LANE
STUART, FL 34997

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director (s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name of and addresses of the initial Director(s) of the Corporation are:

SCOTT SCHEER
4602 SE MANATEE LANE
STUART, FL 34997

ARTICLE VIII INCORPORATOR

The name(s) and addresse(s) of the Incorporators:

SCOTT SCHEER
4602 SE MANATEE LANE
STUART, FL 34997

ARTICLE IX BY-LAWS

The power to adopt, alter, ammend, or repeal by-laws shall be vested in the Board of Director and shareholders.

ARTICLE X AMMENDMENTS

This corporation reserves the right to ammend or repeal any provisions contained in these Articles of Incorporation, or any ammendments to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI SUB CHAPTER S CORPORATION

This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII REGISTERED AGENT AND OFFICE

The Registered Agent, as listed below with address, hereby accepts said designation by signature below:

4602 SE MANATEE LANE
STUART, FL 34997


SCOTT SCHEER

THE UNDERSIGNED, as subscribing incorporator, have hereinto set our hand and seal on NOVEMBER 20, 1996 for the purpose of forming this Corporation under the laws of the State of Florida, and heredo make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.


SCOTT SCHEER

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96 NOV 27 AM 10:03
SECRETARY OF STATE
ALLAHUSSAINI FLORIDA

P96000097763

LEOPOLDO L. FUENTES

ATTORNEY AT LAW

6741 S.W. 24th STREET, SUITE 59

MIAMI, FLORIDA 33155

TEL: (305)265-6990 * FAX: (305)261-3544

November 15, 1996

Secretary of State
Capitol Building
Tallahassee, Florida 32301

100002016471--0

-12/02/96--01002--004

***122.50 ***122.50

Ref.: MARELY, INC.

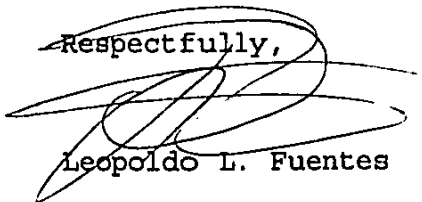
Dear Sirs:

I'm herewith enclosing a check in the amount of \$122.50, which represents the filing fees for the above referenced corporation.

Kindly send me by return mail the certificate of this corporation.

Thank you for your prompt attention to this matter.

Respectfully,


Leopoldo L. Fuentes

LLF/sp
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 27 AM 10:12

g. 12/4/96

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MARELY, INC.

96 NOV 27 AM 10: 12

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be MARELY, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

PAGE TWO

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provide that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred shares of Five (\$5.00) Dollar par value.

IV

The existence of this corporation shall be perpetual.

V

The principal office of this corporation shall be:
6459 SW 8 Street, Miami, Florida 33144

VI

The Board of Directors of this corporation shall consist of not less than two and not more than ten (10) members.

VII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of the State of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

VIII

The Registered Agent and the registered office for this corporation are: Maria I. Orellana
6459 SW 8th Street
Miami Fl. 33144

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IX

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

X

ARTICLES V. VOTING RIGHTS

Each holder of par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law. Fifty one (51%) of the outstanding stock shall necessary to ammend The Articles of Incorporation.

XI

PREEMPTIVE RIGHTS

Each stockholder shall have preemptive rights. Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his pro rate share at the price at which it is offered to others.

XII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

96 NOV 27 AM 10: 12

X Maria Isabel Orellana
Maria I. Orellana

OFFICIAL NOTARY SEAL
LEOPOLDO L. FUENTES
COMMISSION NUMBER
CG803404
MY COMMISSION EXP.
OCT. 18, 1999