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CSC networks

ACCOUNT NO. : 072100000032

REFERENCE : 181955 8971A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : December 10, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 181955-005

CUSTOMER NO: 8971A

700002024777--4

CUSTOMER: Richard J. Diaz, Esq
RICHARD J. DIAZ, ESQ

2701 Southwest 3rd Avenue

Miami, FL 33129

DOMESTIC FILING

NAME: 323 INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: DEC 10 1996 BSB

FILED
96 DEC 10 PM 6:[illegible]
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Charter No. ____________

FILED
96 DEC 10 PM 6:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

323 INVESTMENTS, INC.

ARTICLE I - NAME

The name of this corporation is 323 INVESTMENTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of $1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2701 Southwest 3rd Avenue, Miami, Florida 33129, and the name of the initial Registered Agent of this Corporation is Richard J. Diaz, P.A. The principal place of business is Miami, Dade County Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have four (4) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

Gregorio Santisteban	President and Director
Carlos Santisteban	Vice President and Director
Aida Santisteban	Secretary and Director
Ana M. Santisteban-Diaz	Treasurer and Director

ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Ana M. Santisteban-Diaz

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent if the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9th day of December, 1996.

Ana M. Santisteban-Diaz
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

This foregoing instrument was acknowledged before me this 9th day of December, 1996 by Ana M. Santisteban-Diaz, as incorporator for 323 INVESTMENTS, INC., who personally appeared before me at the time of notarization and who is personally known to me or has produced ________________ as identification and who (did/did not) take an oath.

NOTARY PUBLIC:
sign: Sandra Hernandez
print: Sandra Hernandez
State of Florida at Large
My Commission Expires:

ww/c/articles/sh

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE

FOLLOWING IS SUBMITTED:

FIRST, THAT 323 INVESTMENTS, INC. DESIRING TO ORGANIZE OR qUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED RICHARD J. DIAZ, P.A. AS REGISTERED AGENT, LOCATED AT 2701 SOUTHWEST 3RD AVENUE, MIAMI, FLORIDA 33129 AS THE AGENT UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 7198 NORTHWEST 51ST STREET, MIAMI, FLORIDA 33166.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

FILED
96 DEC 10 PM 6:37

SIGNATURE: ______________________
Ana M. Santisteban-Diaz
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: ______________________
RICHARD J. DIAZ, P.A.
(RESIDENT AGENT)

DATED: 12/9/96