

**P96000104158**  
*Rafael de Armas, Esq.*

*Attorney & Counsellor at Law  
1492 Lanca Street  
Port Charlotte, FL 33952*

December 16, 1996

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-12/24/96--01045--019  
\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations.  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

In Re: de Armas & Company Management and Marketing, Corp.  
Our File: 96060

Dear Sirs:

Please enclosed find the Articles of Incorporation for the  
above captioned subject together with one copy thereof and our  
firm check for \$122.50.

Thank you for your prompt handling of this matter.

Sincerely,

*[Signature]*

Rafael de Armas,

12/30/96  
*[Signature]*

RDA:adi

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

12/30/96  
*[Signature]*

ARTICLES OF INCORPORATION  
OF  
de Armas & Company Management and Marketing, Corp.

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

de Armas & Company Management and Marketing, Corp.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business and shall have those powers generally conferred by Florida Statutes upon corporations organized in this state, and in addition to but not in limitation of such powers, shall also have the power:

(a) To operate and manage a marketing business; to provide management services, and acquire by purchase or manufacture or otherwise any necessary material or useful in the marketing and management service business.

(b) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, nor or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands or interest in lands and any building or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(c) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation an to

lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfer or corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by or any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privilege as of ownership, including the right to vote such stock.

(g) To enter into, make perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any persons, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(h) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful business, trades, occupations and professions.

(j) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts set forth.

The intention is that none of the objects and powers as hereinafter set forth, except where otherwise by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock of the par value of \$1.00 per share.

#### ARTICLE V

The principal place of business of the corporation shall be: 3335 Bartlett Blvd., Orlando, FL 32811.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VI

The initial registered agent of the corporation shall be Daniel de Armas, at the registered address of 3335 Bartlett Blvd., Orlando, FL 32811.

#### ARTICLE VII

The corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1). The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

#### ARTICLE VIII

The name and address of the members of the initial Board of Directors who shall hold office until his successor is elected and has qualified is as follows:

Daniel de Armas, at the registered address of 3335 Bartlett Blvd., Orlando, FL 32811.

#### ARTICLE IX

The names of the initial officers of the corporation are as follows:

President:	Daniel de Armas
Vice-President:	Daniel de Armas
Secretary:	Daniel de Armas
Treasurer:	Daniel de Armas

#### ARTICLE X

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE XI

(a) The corporation shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, or other proceeding, including any appeal thereof, if he acted in good faith or in a manner reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect to any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of

an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have the power to make any other of further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

(e) If any expense or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, no later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amount as paid, and the nature and status at the time of such payment of the litigations or threaten litigation.

#### ARTICLE XII

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### ARTICLE XIII

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of any such agreement shall be kept on file with the Secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours. Any transfer of stock in this corporation in violation of any such agreement effectively restricting such transfer shall be void. Each share certificate issued by this corporation shall have printed or stamped thereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or the following legend:

"These shares may be subject to transfer restrictions imposed by written agreements among the holders of this corporation's shares or between the holders of such shares and the corporation, copies of which agreements, if any are on file at the principal office of the corporation and may be inspected by shareholders of record during business hours".

#### ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

#### ARTICLE XV

The mailing address for correspondence purposes of the corporation shall be:

3335 Bartlett Blvd., Orlando, FL 32811.

#### ARTICLE XVI

The name and address of the person signing the Articles of Incorporation as subscriber and the number of shares of stock which he agrees to take is:

Daniel de Armas                      500 shares  
Address: 3335 Bartlett Blvd., Orlando, FL 32811

IN WITNESS WHEREOF, the subscriber affixed his signature  
this 19<sup>th</sup> day of December, 1996.

  
Daniel de Armas

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public  
duly authorized in the State and County named above to take  
acknowledgments, personally appeared Daniel de Armas, to me known  
to be the person described as subscriber in and who executed the  
foregoing Articles of Incorporation, and acknowledged before me  
that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State  
named above this \_\_\_\_\_ day of December, 1996.

\_\_\_\_\_  
Notary Public  
My Commission expires:



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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED;

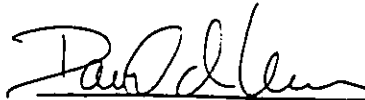
FIRST THAT de Armas & Company Management and Marketing,  
Corp.

WITH ITS PLACE OF BUSINESS AT 3335 Bartlett Blvd., Orlando,  
FL 32811.

HAS NAMED Daniel de Armas, as Registered Agent of de Armas &  
Company Management and Marketing, Corp., located at 3335 Bartlett  
Blvd., Orlando, FL 32811.

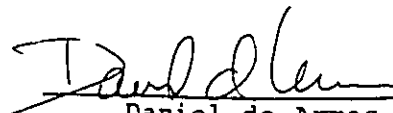
CITY OF ORLANDO, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

de Armas & Company Management and  
Marketing, Corp.



Daniel de Armas  
President  
December 19, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES  
AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



Daniel de Armas  
December 19, 1996

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TREASURY, FLORIDA