

Character Reference
P970000017164

VALIDATION ONLY

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TALLAHASSEE, FLORIDA

COMPLETE TAX SERVICE

Requestor's Name
12955 Biscayne Blvd Suite # 322
Address
North Miami, Florida 33181
City State ZIP Phone

CORPORATION NAME

200002098762--2
-02/26/97--01085--007
****122.50 ****122.50

Samba-Samba, Inc

W97-3440
621

() Profit () NonProfit () Amendment () Merger
() Foreign () Dissolution () Alien Business Organization
() Limited Partnership () Change of Registered Agent
() Other:
() Certified Copy () Photo Copies () Certificate Under Seal
() Walk In () Will Wait () Pick Up

Please file as of February the 4th 1997,
Thank you / ch. chavez

Name
Availability
Document
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2-24-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1997

COMPLETE TAX SERVICE
12955 BISCAYNE BLVD.
SUITE #322
NORTH MIAMI, FL 33181

SUBJECT: SAMBA-SAMBA, INC.
Ref. Number: W97000003440

We have received your document for SAMBA-SAMBA, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 597A00007406

As to my conversation with Mrs. Sharon Tala, this document is acceptable as it is! Please Mrs. Hyman file it as soon as possible! The conversation took place on Monday, 2/17/97 at 10:15 A.M.

*Thank you,
Miss dear Anne*

ARTICLES OF INCORPORATION

OF
SAMBA-SAMBA, INC.

ARTICLE I NAME

The name of this corporation is Samba-Samba, Inc.

ARTICLE II DURATION

This corporation shall commence its existence on February 4, 1997

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$ 1.00 par value common stock which shall be designated common shares.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal registered office of this corporation is 600 Ocean Dr., Miami Beach Florida 33139. And the name of the initial registered agent of this corporation at that address is Helmut Groebe. The principal office is the same as registered agents office.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The name of this initial board of director and incorporator of this corporation is:

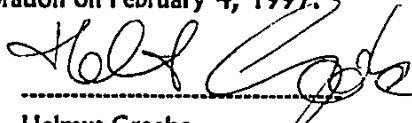
Helmut Groebe
2090 Hibiscus Dr.
Miami, FL 33181

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SECRET
TALLAHASSEE FLORIDA

ARTICLE VII AMENDMENTS

This corporation observe the rights to amend or repeal any provisions contained in these articles of Incorporation, or any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on February 4, 1997.



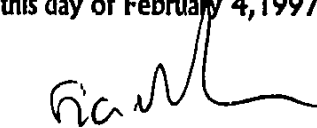
Helmut Groebe
Incorporator/President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) SS.

I HEREBY CERTIFY that on this day personally appeared before me, the officers duly authorized to administer oath and take acknowledgement, Helmut Groebe. To me well known and known to be the person who executed the foregoing articles of Incorporation of Samba-Samba, Inc. and they acknowledged to sign and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, said county and State, this day of February 4, 1997.

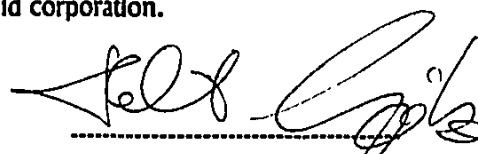


Notary Public
State of Florida at Large

My commission expires: 6/21/99.

CC # 751312

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Helmut Groebe
Registered Agent