

P97000020829



ACCOUNT NO. : 072100000032

REFERENCE : 283644 169526A

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : March 6, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 283644-005

CUSTOMER NO: 169526A

CUSTOMER: Ms. Amy Concepcion  
MANGUART & ASSOCIATES, P.A.

Main Floor  
1428 Brickell Avenue  
Miami, FL 33181

DOMESTIC FILING

NAME: A & C INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: \_\_\_\_\_

K.R. MAR - 6 1997

FILED  
97 MAR - 6 PM 3:32  
TALLAHASSEE FLORIDA

RECEIVED  
97 MAR - 6 AM 10:35  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF

A. & C. INVESTMENTS, INC.

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation is A. & C. Investments, Inc. and c/o Julio E. Manguart, 1428 Brickell Avenue, Main Floor, Miami, Florida 33131, respectively.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a one cent (\$.01) par value per share.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The initial registered office of this Corporation shall be 1428 Brickell Avenue, Main Floor, Miami, FL 33131, and the initial registered agent of this Corporation at such office shall be Julio E. Manguart, Esq., Manguart & Gomez, P.A., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

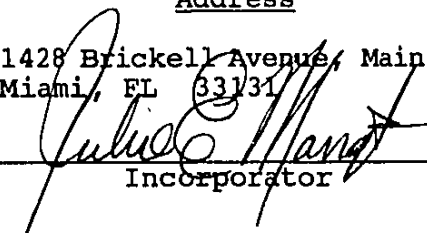
The initial Board of Directors shall consist of one member. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than five. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Miguel Goncalves Pacheco e Oliveira	1428 Brickell Avenue Main Floor Miami, FL 33168

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

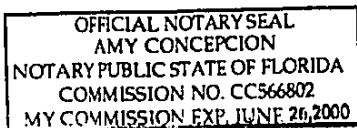
ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Julio E. Manguart	1428 Brickell Avenue, Main Floor Miami, FL 33131
	 Incorporator

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

The foregoing Articles of Incorporation of A. & C. Investments, Inc. were acknowledged before me this 5<sup>th</sup> day of March 5, 1997 by Julio E. Manguart, as Incorporator, who produced his Florida drivers license as identification, but did not take an oath.



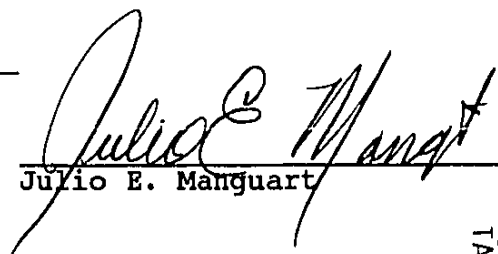
  
Notary Public

My commission expires :

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for A. & C. Investments, Inc. at the place designated in the Articles of Incorporation, Julio E. Manguart, agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: 3/5/97

  
Julio E. Manguart

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