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**E.C.O.S. RAINFOREST, INC.**

12234 S.W. 94 TERRACE

MIAMI, FLORIDA 33186

OFFICE: (305) 271-8482

FAX: (305) 273-7428

June 3, 1997

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-06/04/97--01073--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporations  
E.C.O.S. Rainforest, Inc.

Gentlemen:

Enclosed please find two original Articles of Incorporation for **E.C.O.S. Rainforest, Inc.**  
Please return a certified copy to our office in the envelope provided. Also enclosed is a  
check in the amount of \$122.50 to cover your fee for this service.

Very truly yours,

  
Rosalba Quintero

/rq  
Enc.

FILED  
97 JUN -4 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION  
OF  
E.C.O.S. RAINFOREST, INC.**

97 JUN -4 PM 4:03  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is E.C.O.S. RAINFOREST, INC.

**ARTICLE II**

**NATURE OF THE BUSINESS**

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**AUTHORIZED SHARES**

The capital stock of this corporation shall consist of 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV**

**INITIAL CAPITAL**

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

## **ARTICLE V**

### **TERM OF EXISTENCE**

This corporation shall have perpetual existence.

## **ARTICLE VI**

### **INITIAL ADDRESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 13811 S.W. 15th Street, Miami, Florida 33184. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

## **ARTICLE VII**

### **DIRECTORS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 2.

## **ARTICLE VIII**

### **INITIAL DIRECTORS**

The names and addresses of the initial Board of Directors are as follows:

Eduardo Calderon  
13811 S.W. 15th Street  
Miami, Florida 33184

President / Director

Oldemar Solis  
13811 S.W. 15th Street  
Miami, Florida 33184

Vice President/Director

## **ARTICLE IX**

### **SUBSCRIBER**

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

Eduardo Calderon  
13811 S.W. 15th Street  
Miami, Florida 33184

## **ARTICLE X**

### **VOTING FOR DIRECTORS**

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

## **ARTICLE XI**

### **CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

## **ARTICLE XII**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests

of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

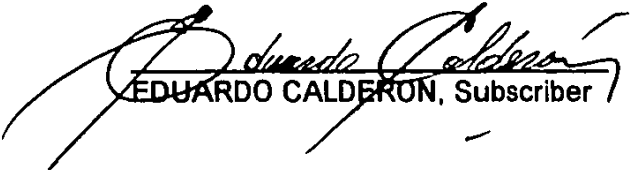
## ARTICLE XII

### RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

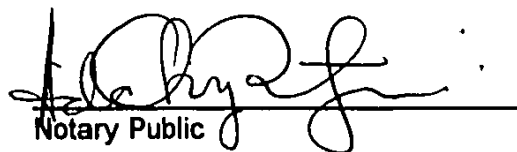
Eduardo Calderon  
13811 S.W. 15th Street  
Miami, Florida 33184

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this 3rd day of June, 1997.

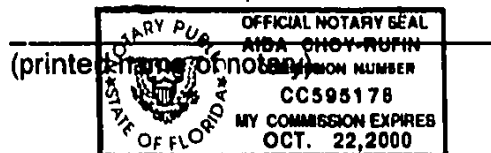
  
EDUARDO CALDERON, Subscriber

State of Florida  
County of Dade

The foregoing instrument was acknowledged before me this 3rd day of June, 1997 by EDUARDO CALDERON who has produced a driver's license as identification.

  
Notary Public

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted:

E.C.O.S. RAINFOREST, INC. desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in its Articles of Incorporation has named EDUARDO CALDERON located at 13811 S.W. 15th Street, Miami, Florida 33184 as its agent upon whom process may be served within this state.

Having been named to accept service of process for the above-stated corporation, I hereby accept to act in this capacity and to comply with the provisions of the Act relative to keeping open said office.

  
EDUARDO CALDERON

FILED  
97 JUN -4 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA