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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.  
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NAME: GODCO MANAGEMENT GROUP, INC.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BM 6126197

**ARTICLES OF INCORPORATION  
OF  
GODCO MANAGEMENT GROUP, INC.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

**I**

The name of the corporation shall be

**GODCO MANAGEMENT GROUP, INC.**

**II**

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To engage and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to deal in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

PREPARED BY:  
Arturo Godínez  
3220 N.W. 97th St.  
Miami, Florida 33147  
(305) 556-3003

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E. To purchase, hold sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein about specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$5.00 par value.

### IV

The amount of capital with which this corporation shall begin business shall be \$500.00

### V

The existence of this corporation shall be perpetual.

### VI

The initial office of this corporation shall be located at:

3220 N.W. 97 Street  
Miami, FLORIDA 33147

## VII

The Board of Directors of this corporation shall consist of no less than one (1) and not more than ten (10) members.

## VIII

The name and address of the first Board of directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the year of the corporation's existence, or until their successors shall have been elected and qualified, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of FIVE HUNDRED AND 00/100 (\$500.00) DOLLARS, the amount of capital with which this corporation shall begin business, are as follows:

NAME	ADDRESS	SHARES	AMOUNT
ARTURO GODINEZ	3220 N.W. 97 Street Miami, FL 33147	100	\$500.00

## IX

The registered agent and the registered office for this corporation are:

Adalberto Reyes  
3220 N.W. 97 Street  
Miami, FL 33147

## X

The name and address of the incorporator of these Articles of Incorporation is:

ARTURO GODINEZ  
3220 N.W. 97 Street  
Miami, FL 33147

## XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

PRESIDENT/VICE PRESIDENT/TREASURE/  
SECRETARY/DIRECTOR

ARTURO GODINEZ

## XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and Officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURE, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

WITNESS my hand and seal this 24 day of May, 1997.

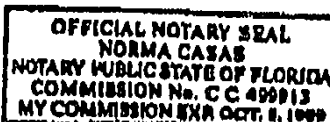
  
ARTURO GODINEZ

BEFORE ME, personally appeared, ARTURO GODINEZ, who is personally known to me, or DL G352-006-59-007 who produced as identification.

SWORN AND SUBSCRIBED TO before me in Miami, Dade County, Florida, this 24 day of May, 1997.

NOTARY PUBLIC

*Norma Casas*  
My commission Expires:



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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES. THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

THE NAME OF THE CORPORATION IS : GODCO MANAGEMENT GROUP, INC.

THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

ADALBERTO REYES

3220 N.W. 97 STREET

MIAMI, FL 33147

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
SIGNATURE

5/24/97  
DATE

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA

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