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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: CARIDAD LEVINE

PHONE: (305)536-1112

FAX #:

(305)536-1116

NAME: RBT ENTERPRISES, INC.

AUDIT NUMBER.....H97000010633

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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JUN 30 1997

**ARTICLES OF INCORPORATION
OF
RBT ENTERPRISES, INC.**

The undersigned a natural person, competent to contract, hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

**ARTICLE I
NAME**

The name of this corporation shall be as set forth above.

**ARTICLE II
GENERAL NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is engage in any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Joaquin R. Urquiola
6904 Portillo Street
Coral Gables, Florida 33146

Joanne R. Urquiola, Esquire
Tew & Beasley, L.L.P.
201 S. Biscayne Boulevard, #2600
Miami, Florida 33131
(305) 536-8481
Florida Bar No. 0028990

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The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VII INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address is:

Juan M. Ortiz
1110 Madrid Street
Coral Gables, Florida 33134

Joaquin R. Urquiola
6904 Portillo Street
Coral Gables, Florida 33146

The persons named as initial directors shall hold office until the first annual meeting of Shareholders, and thereafter until a successor is elected or appointed and has qualified.

ARTICLE VIII PRINCIPAL OFFICE

The principal office of the corporation is as follows:

6904 Portillo Street
Coral Gables, Florida 33146

ARTICLE IX INCORPORATOR

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

Joaquin R. Urquiola
6904 Portillo Street
Coral Gables, Florida 33146

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**ARTICLE X
CONFLICT OF INTEREST**

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE XI
BY-LAWS**

The Shareholders or the Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

**ARTICLE XII
AMENDMENT**

These Articles of Incorporation may be amended by the Corporation in any manner now or hereafter provided for by law.

**ARTICLE XIII
INDEMNIFICATION**

This Corporation may indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the ____ day of June, 1997.



Joaquin R. Urquiola

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06/27 '97 14:03

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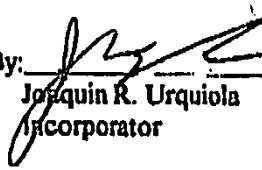
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE
FOR
RBT ENTERPRISES, INC.

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

RBT ENTERPRISES, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 6904 Portillo Street, Coral Gables, Florida 33146, as its initial Registered Office and has named Joaquin R. Urquiola, located at said address as its initial Registered Agent.

By: 
Joaquin R. Urquiola
Incorporator

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97 JUN 27 PM 4: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, I hereby accept said appointment, and agree to comply with all provisions of Florida Statutes relative to keeping open said office.


Joaquin R. Urquiola
Registered Agent

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