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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: PASEO'S BEACH, INC.
AUDIT NUMBER.....H97000011178
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

PASEO'S BEACH, INC.

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DIVISION OF CORPORATIONS
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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: PASEO'S BEACH, INC.

The principal place of business of this corporation shall be:
3301 CORAL WAY, MIAMI, FLORIDA 33145

MAILING ADDRESS: 8245 NW 6th TERRACE #201, MIAMI, FLORIDA 33126

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
100 shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

MIGUEL E. TIRADO
8245 NW 6th TERRACE #201
MIAMI, FLORIDA 33126

PREPARED BY:
MIGUEL TIRADO
8245 NW 6th TERRACE #201
MIAMI, FLORIDA 33126
(305) 269-8557

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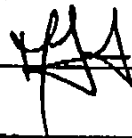
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

MIGUEL TIRADO 8245 NW 6th TERRACE # 201, MIAMI, FLORIDA 33126

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 8th day of JULY, 1997.

Signature(s) of Incorporator(s)



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation:

PASEO'S BEACH, INC.

2. The name and address of the registered agent and office is:

MIGUEL TIRADO 8245 NW 6th TERRACE #201

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33126

(CITY/STATE/ZIP)

SIGNATURE 

TITLE DIRECTOR

DATE 07-8-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 7-8-97

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