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7/24/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAG-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: KELLEY & MENENDEZ DESIGN ASSOCIATES INC.

AUDIT NUMBER.....H97000012100

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

97 JUL 25 AM 9:37
TALLAHASSEE, FLORIDA

BM 7125197

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ARTICLES OF INCORPORATION
OF

KELLY & MENENDEZ DESIGN ASSOCIATES INC.

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: KELLY & MENENDEZ DESIGN ASSOCIATES INC.

The principal place of business of this corporation shall be:
5601 Collins Ave., Suite #502 Miami Beach, FL 33140

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: 1,000 Shares \$ 1.00 par value

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):

Janet Kelley	5601 Collins Ave. Suite #502 Miami Beach, FL 33140	52% of the shares
Daniel Menendez	5601 Collins Ave. Suite #502 Miami Beach, FL 33140	49% of the shares

Prepared by: Daniel Menendez
5601 Collins Ave. #502
Miami Beach, FL 33140
(305) 868-1504

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI INCORPORATOR(S)

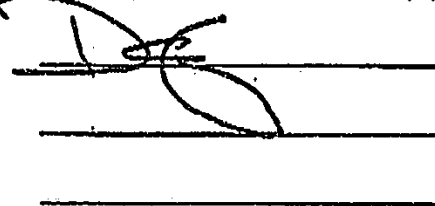
The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

Daniel Menendez

5601 Collins Ave. Suite #502 Miami Beach, Fl 33140

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 24th day of July, 1997.

Signature(s) of Incorporator(s)



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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:

KELLY & MENENDEZ DESIGN ASSOCIATES INC.

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

Daniel Menendez

(P.O. BOX NOT ACCEPTABLE)

5601 Collins Ave. # 502

(CITY/STATE/ZIP)

Miami Beach, Fl 33140

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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 7/24/97

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