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Charter Number Only

7/25/97 Jessy.

HUGO DORTA

Requestor's Name
501 Brickell Key Dr. #300
Address
Miami FL 33131
City State ZIP Phone
377-2100#

VALIDATION ONLY

FILED
97 JUL 23 2:12:04
STATE OF FLORIDA

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CORPORATION(S) NAME

Madrich Investments, Inc.



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out
- Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

97 JUL 28 11:03:31
STATE OF FLORIDA

K.F. JUL 28 1997

ARTICLES OF INCORPORATION
OF
MADRICH INVESTMENTS, INC.

FILED
97 JUL 23 11:03 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, the natural persons which are competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF THE CORPORATION

The name of this corporation shall be:

MADRICH INVESTMENTS, INC.

ARTICLE II
PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: Any activity and/or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK OF CORPORATION

The maximum number of shares that this corporation is to have outstanding at any one time is One Hundred (100) shares of common stock, having no par value per share. The amount to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One Dollar (\$1.00). In all events, the corporation may be paid in dollars, goods or services.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than Ten Dollars (\$10.00).

ARTICLE VI
ADDRESS OF CORPORATION

The initial address of the principal place of business of this corporation in the State of Florida is:

4714 S.W. 67 AVENUE, UNIT C-4
MIAMI, FLORIDA 33155

The Board of Directors may from time to time move the principal office(s) and/or principal place of business to any other address.

ARTICLE VII
SUBSCRIBER(S) OF THE CORPORATION

The name and street address of the subscriber(s) of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MADELEINE WAGNER	4714 S.W. 67 AVENUE, UNIT C-4 MIAMI, FLORIDA 33155

ARTICLE VIII
DIRECTOR(S) OF THE CORPORATION

This corporation shall have not less than one director. The names and street addresses of the first members of the Board of Directors of this corporation, who, subject to this Articles of Incorporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, is/are:

<u>NAME</u>	<u>ADDRESS</u>
MADELEINE WAGNER	4714 S.W. 67 AVENUE, UNIT C-4 MIAMI, FLORIDA 33155

ARTICLE IX
AUTHORITY OF DIRECTOR(S)

The first member(s) of the Board of Directors of this corporation acting in the capacity as Director of the corporation, and shall have the power and authority to sign and execute any: contract(s), agreement(s), pledge(s), draft(s) and/or any instrument(s) with such third-parties to obligate and compel said Corporation to perform according to the terms and conditions of such agreement.

ARTICLE X
INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine the time, place, manner, under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right to inspect any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI
INDEMNIFICATION OF OFFICER(S) AND/OR DIRECTOR(S)

Every Officer and Director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including but not limited to, attorneys' fees, court costs and expenses reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been an Officer or Director of the corporation; and whether or not he/she is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer(s) may be entitled.

ARTICLE XII
AMENDMENT(S) AND/OR MODIFICATION(S)

These Articles of Incorporation may be amended, modified and/or changed in the manner provided for in the By-Laws of this corporation.

ARTICLE XIII
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the said is corporation shall be the following and the registered office shall be located at:

HUGO E. DORTA, P.A.,
Attorneys & Counselors At Law
Courvoisier Centre in Brickell Key Island
501 Brickell Key Drive, 3rd Floor
Miami, Florida 33131
Attention: Hugo E. Dorta, Esquire

or such other place as the Board of Directors shall from time to time designate, with appropriate notice being given to the Secretary of State.

IN WITNESS WHEREOF, I have set our hands/seals at Miami, Dade County, Florida this 24th day of JULY, 1997.

Madeleine Wagner
MADELEINE WAGNER, Subscriber

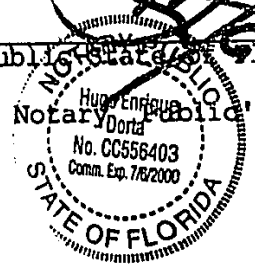
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared MADELEINE WAGNER who acknowledges to having executed the foregoing instrument () who is personally known to me and/or () who has produced as identification and who did take an oath.

Witness my hand and seal in the County and State last aforesaid this 24th day of JULY, 1997.

(Sign) *[Signature]*
Notary Public, State of Florida

(Affix Notary Public's Seal)



ACKNOWLEDGMENT OF
ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act in the capacity of registered agent and to accept the service of process for the above-stated corporation at the place designated in the Articles of Incorporation. The undersigned further agrees to fully comply with the provisions of all applicable statutes and laws of the State of Florida relating to the proper and complete discharge of its duties.

(Sign) _____

Registered Agent

Print Name: HUGO E. DORTA

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

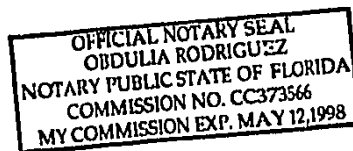
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared
HUGO E. DORTA

who acknowledges to having executed the foregoing instrument
() who is personally known to me and/or () who has produced
_____ as identification
and who did take an oath.

Witness my hand and seal in the County and State last aforesaid this 24th day of JULY, 1997.

(Sign) Obdulia Rodriguez
Notary Public-State of Florida

(Affix Notary Public's Seal)



FILED
97 JUL 28 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA