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REFERENCE: 478172 7133455

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: July 29, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 478172-005

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CUSTOMER NO: 7133455

CUSTOMER: Ms. Lisa Walther-austin

AUSTIN MANAGEMENT INC.

Apartment 1116 910 West Avenue Miami, FL 33139

DOMESTIC FILING

NAME: AUSTIN MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

July 28, 1997

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Austin Management, Inc.

Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with our check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Lisa Walther-Austin

Austin Management, Inc. 910 West Avenue # 1116 Miami Beach, Fl 33139 ARTICLES OF INCORPORATION 57 JUL 29 Fill2: 09

Austin Management, Inc.

THE UNDERSIGNED subscribers to these Articles of Incorporation, natural persons competent to contract, form a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is: Austin Management, Inc.

ARTICLE II NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

- 1. The number of shares of authorized capital stock in this corporation shall be five-hundred (500) shares of common stock with a par value of \$1.
- 2. The capital stock may be paid for in property, labor, services, or cash, at a just valuation to be fixed by the stockholders. All of such shall be fully paid and nonassessable.

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 910 West Avenue, #1116, Miami Beach, Florida 33139, and the initial registered agent at that address is Lisa Walther-Austin.

ARTICLE VI DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one (1).

ARTICLE_VII INITIAL DIRECTORS

The name and address of the members of the first Board of Directors are:

Lisa Walther-Austin 910 West Avenue # 1116 Miami Beach, Fl 33139

John Austin 910 West Avenue # 1116 Miami Beach, Fl 33139

ARTICLE VIII PRINCIPAL OFFICE

The address of the principal office is:

910 West Avenue, # 1116, Miami Beach, Fl 33139

ARTICLE IX SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

Lisa Walther-Austin 910 West Avenue # 1116 Miami Beach, Fl 33139

ARTICLE X CUMULATIVE VOTING

Cumulative voting may be permitted by the terms of the By-Laws.

ARTICLE XI INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself is unlimited.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII BEGINNING OF CORPORATE EXISTENCE

The corporate existence of this Corporation shall commence at 8:00 a.m. on the <u>29th</u> day of <u>July</u>, 1997.

ARTICLE XIV MAILING ADDRESS

The mailing address of the corporation shall be:

910 West Avenue # 1116 Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28 day of 1997.

Lisa Walther-Austin

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Lisa Walther-Austin, well known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges to and before me that she executed same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 28 day of

, 1997.

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Austin Management, Inc.

desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation at Miami Beach, State of Florida, has named Lisa Walther-Austin, 910 West Avenue, # 1116, Miami Beach, Fl 33139, agent to accept services of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept services of process for the abovestated corporation, at the place designated in this Certification, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lisa Walther-Austin

Registered Agent