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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: KALANCHIS, INC.

AUDIT NUMBER.....H97000013595

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

KALANCHIS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following ARTICLES OF INCORPORATION for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be KALANCHIS, INC.

The principal offices of the corporation shall be:

19355 Turnberry Way, #2-E  
Aventura, Florida 33180

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of the Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

This corporation is organized to transcript any or all lawful business permitted under the laws of the State of Florida.

Prepared By:

James V. Albo, Esq.  
Attorney for Corporation  
2020 N.E. 163rd Street, #300  
North Miami Beach, FL 33162  
(305) 944-9100  
Florida Bar No: 0293997

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ARTICLE IV

The street address of the initial registered office of this corporation and its initial registered agent are:

2020 N.E. 163rd Street. #300, North Miami Beach, FL 33162

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be Five Hundred (500) shares of common stock at \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal. or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

The private property the shareholders shall not be subject to the payment if the corporate debts to any extent whatsoever.

ARTICLE VI

Unless otherwise determined by the Board of Directors of this corporation, no shareholders shall be entitled as such, as a matter of right, to purchase, subscribe for, or receive any right or rights to subscribe for;

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A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment or amendments thereof, or out of shares of stock of the corporation acquired by it after the issuance of such shares, and whether issued for cash, labor done, personal property, or real property or leases; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or appurtenant any warrant or warrants or other instrument or instruments conferring on the holder the rights to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### ARTICLE VII

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagement of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

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ARTICLE VIII

This corporation shall have at least one (1) director(s). with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter determine that the corporation be managed by the shareholders. The name of the first directors of the corporation, who shall hold office for the first year, until the election of the additional directors at the organizational meeting. or until their successors are duly elected and qualified, shall be: SAMUEL ALBERTO MASLIAH

ARTICLE IX

The name and address of the incorporator is:  
SAMUEL ALBERTO MASLIAH, 19355 Turnberry Way, #2-E  
Aventura, Florida 33180

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:


KALANCHIS, INC, desiring to organize under the laws of the State of Florida, with its registered offices, as indicated in the Articles of Incorporation, at 2020 N.E. 163rd Street, Suite #300 North Miami Beach, Florida 33162 and has named JAMES V. ALBO as its registered agent to accept service of process within this State.

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**ACKNOWLEDGEMENT**

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 agree to comply with the provisions of this Act relative to keeping said office open.

By:   
JAMES V. ALBO

IN WITNESS WHEREOF. the undersigned, being the original Incorporator of the above-named corporation. for the purpose of forming a corporation to do business both within and without the State of Florida. under laws of Florida. does make and file these Articles of Incorporation. hereby declaring and certifying that the facts herein stated are true. and execute these ARTICLES OF INCORPORATION. on this 13 day of August. 1997.

By:   
SAMUEL ALBERTO HABBIAH

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TALLAHASSEE, FLORIDA

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