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9/19/97

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

9:41 AM

(((H97000015578 2)))

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: FAMILY TREE, INC.

AUDIT NUMBER..... H97000015578

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

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PAGES.... FAX

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

** ENTER 'M' FOR MENU. **



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 19, 1997

FAMILY TREE, INC. 255 ALHAMBRA CIRCLE STE 610 CORAL GABLES, FL 33134

Re: Document Number P96000077065

The Articles of Dissolution dissolving FAMILY TREE, INC., a Florida corporation, were filed on September 18, 1997.

This document was electronically received and filed under FAX audit number 897000015550.

Should you have any questions regarding this matter, please telephone (850) 487-6050, the Amendment Filing Section.

Teresa Brown Corporate Specialist Division of Corporations

Latter Number: 897A00046515

-H97000015550 H97000015576

APPIDAVIT

COUNTY OF BLORIDA

BEFORE ME, the undersigned authority, personally appeared, MONTAGUE RODNEY, being first duly sworn, for himself, deposes and says:

- 1. My name is MONTAGUE RODNEY and I am the Incorporator of FAMILY TREE, INC., which was incorporated on September 16, 1996.
 - 2. There are no other parties involved in this Corporation.
 - 3. This Corporation never commenced business.
- 4. I am simultaneously filing Articles of Dissolution with the Secretary of State. However, the name of "Family Tree, Inc." is to be available to myself.
- 5. I have no intention of revoking the Articles of Dissolution of Family Tree, Inc.

FURTHER AFFIANT SAYETH NOT.

Madae Robies

STATE OF FLORIDA COUNTY OF PROMOTO

The foregoing was swo MONTAGUE RODNEY, this who:	orn to and subscribed before me by day of, 1997,
(1) is/are personally know (1) produced a current Driv (State), as identification () produced	rer's(s') License(s) from
(_) produced	as identification.
	Denuly
	SLONATURE OF NOTARY
	PRINTED NAME OF NOTARY COMMISSION NO.:
	MY COMMISSION EXPIRES:



FILED

ARTICLES OF INCORPORATION OP

97 SEP 19 AM 10: 38

FAMILY TREE, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation tion, a natural person competent to contract, hereby forms a corula poration under the laws of the State of Florida.

ARTICLE I - NAME AND BUBINESS ADDRESS The name of the Corporation is: FAMILY TREE, INC.

(Herein after, "Corporation").

The address of the principal office of this Corporation shall be 121 N.W. 50rd STREET, MIAMI, FL 33127, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS: This Corporation may engage in any lawful activity or business permitted under the laws of the State of Florida including those enumerated in the Florida General Corporation Act, now in effect or as amended.

ARTICLE III - CORPORATE CAPITALIZATION:

- 1.1 The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.
- 3.2 Authorized capital stock may be paid for in cash, services or property, at just value to be fixed by the Board of Directors of this Corporation, at any regular or spacial meeting.
- 3.3 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confor any preemptive right that the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- J.5 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE IV - TERH OF EXISTENCE: This Corporation is to exist perpetually, commencing upon filing of these Articles.

Prepared by: Sandler and Sandler 117 Aragon Avanue H970000115578 Coral Gables, FL 33134 (305) 945-6129 H97000015578

ARTICLE V - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED ACENT: The street address of the initial registered office of this Corporation is 121 N.W. 53rd Street, Miami, FL 33127, and the registered agent of this Corporation at that address is Montague Rodney who hereby accepts his appointment as registered agent.

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI-DIRECTORS: This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII-INITIAL DIRECTORS: The name and street address of the members of the first Board of Directors is:

NAME Hontague Rodney ADDRESS
121 N.W. 53rd Street
Miami, FL 33137

ARTICLE VIII-INCORPORATORS: The name and Street address of the person signing these Articles of Incorporation as an Incorporator is:

NAME Hontague Rodney

ADDRESS
121 N.W. 53rd Street
Miami, FL 33137

ARTICLE IX-AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X-SHAREHOLDER PROPERTY: Private property of the shareholders shall not be subject to payment of the corporation's debts. The Corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

IN WITHERS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on Suntain 2 1997

MONINACIO BANCIPU

H97000015578

STATE OF FLORIDA

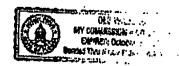
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COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State of Florida and County above named to take acknowledgments, personally appeared Montage Manage, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation.

-NOTARY PUBLIC, State of Florida

My Commission Expires:



MY COMMISSION & CO

CERTIFICATE DESIGNATING PLACE OF BUSINESS DOKICILE FOR THAT BERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said ACT:

OTSE IS AND SO That FAMILY TREE, INC. desiring to organize under the law of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Mismi, County of Dade, State of Florida, has named Hontague Rodney, 121 N.W. 53rd Street, Miami, Florida 33137.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.