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McClaskey Associates

ATTORNEYS AND COUNSELORS AT LAW

October 21, 1997

Secretary of State  
Division of Corporations  
The Capitol  
409 E. Gaines Street  
Tallahassee, Florida 32301

500002350545--1

-11/18/97-01055-008

\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of: CASA BELLA DESIGN & DEVELOPMENT CORP.

Gentlemen:

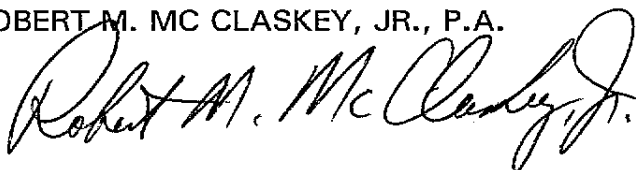
Enclosed are two sets of Articles of Incorporation (original and one copy) for CASA BELLA DESIGN & DEVELOPMENT CORP. and our check for \$122.50 for the following:

Filing Fee:	\$ 35.00
Registered Agent Designation:	\$ 35.00
Certified Copy:	\$ 52.50
Total:	\$122.50

Please return a certified copy of the Articles to our office at the above address in the stamped self-addressed envelope which I have enclosed for your convenience.

Very truly yours,

ROBERT M. MC CLASKEY, JR., P.A.



Robert M. McClaskey, Jr.  
RMM:mlo  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 18 AM 9:56

**ARTICLES OF INCORPORATION**  
**OF**  
**CASA BELLA DESIGN & DEVELOPMENT CORP.**

FILED STATE  
SECRETARY OF CORPORATIONS  
NOV 18 AM 9:36  
DIVISION OF CORPORATIONS

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is **CASA BELLA DESIGN & DEVELOPMENT CORP.**

**ARTICLE II**

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV**

The existence of the corporation is perpetual. The principal place of business of the corporation is: 1521 Catalonia Avenue, Coral Gables, Florida 33134.

**ARTICLE V**

The street address of the initial registered office of the corporation is 1521 Catalonia Avenue, Coral Gables, FL 33134 and the initial registered agent of the corporation at that address is Yolanda Badia, President.

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

#### ARTICLE VI

The names and addresses of the members of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until their successor(s) is/are elected and qualified are:

DIRECTOR	ADDRESS
Yolanda Badia	1521 Catalonia Ave., Coral Gables, FI 33134
Nancy Iliffe	1521 Catalonia Ave., Coral Gables, FI 33134

#### ARTICLE VII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

#### ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

#### ARTICLE IX

The name and address of the person signing these Articles is:  
Yolanda Badia, 1521 Catalonia Avenue, Coral Gables, FI 33134.


#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

## ARTICLE XI

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 31 day of October, 1997.

  
YOLANDA BADIA

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF DADE     )

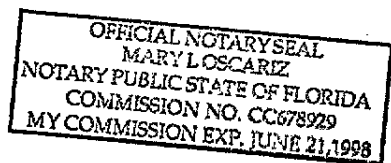
BEFORE ME, the undersigned authority, personally appeared YOLANDA BADIA\_ to me known to be the person who subscribed to the foregoing Articles of Incorporation of CASA BELLA DESIGN & DEVELOPMENT CORP., and she acknowledged that she did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 31 day of October, 1997.

Mary L. Oscariz  
NOTARY PUBLIC, STATE OF Fl.

S E A L

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT**

**AND**

**REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

CASA BELLA DESIGN & DEVELOPMENT CORP. desiring to organize under the laws of the State of Florida, hereby designates YOLANDA BADIA as its registered agent and 1521 Catalonia Ave., Coral Gables, FL. as its registered office.

**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



YOLANDA BADIA  
1521 Catalonia Avenue  
Coral Gables, FL 33134

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 18 AM 9:57

STATE  
DIVISION OF CORPORATIONS  
97 NOV 18 AM 9:57