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RICHARD TOUBY
ATTORNEY AT LAW
SUITE 907, BISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

TELEPHONE (305) 373-8400
TELEFAX (305) 373-6304

PRIVATE
FULL SERVICE
LAW PRACTICE

ADMITTED:
FEB. 5, 1948

December 8, 1997

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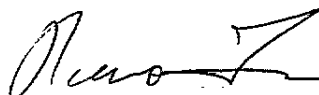
Secretary of State
Division of Corporations
P. O. Box 32314
Tallahassee, Florida 32314

Re: Articles of Incorporation - Tabco of Miami, Inc.

Dear Sir/Madam:

Enclosed is my operating account check in the amount of \$122.50 for filing of the enclosed Articles of Incorporation for the above named corporation.

Very truly yours,


RICHARD TOUBY

RT/brs

Enc.

FILED
97 DEC 11 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Barbara GATE
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 12/15/97
DOC. EXAM. TM

GUM-12/15/97

ARTICLES OF INCORPORATION

OF

Tabco of Miami, Inc.

FILED
97 DEC 11 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is Tabco of Miami, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 19 West Flagler Street, #907, Miami, Florida 33130.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, fifty cents (50) par value.

ARTICLE IV. PREEMPTIVE RIGHTS.

Each shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation at the price at which it is offered and upon the same conditions.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Richard Touby, whose address is 19 West Flagler Street, Suite 907, Miami, Florida 33130.

ARTICLE VI. INCORPORATORS.

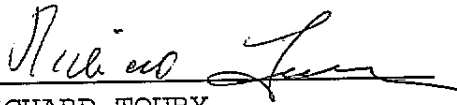
The name and street address of the incorporator of these articles of incorporation is Richard Touby, whose address is 19 West Flagler Street, Suite 907, Miami, Florida 33130.

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The names of the initial directors of this corporation are:

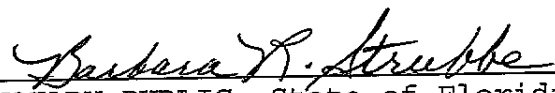
TERRY LYNN BUHLER HAYES
ARTURO I. PINTO

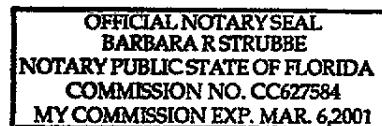
The undersigned has executed these Articles of Incorporation on this 8th day of December, 1997.


RICHARD TOUBY
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

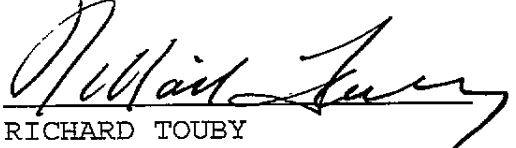
The foregoing instrument was acknowledged before me this 8th day of December, 1997, by RICHARD TOUBY, who is personally known to me and who did take an oath.


NOTARY PUBLIC, State of Florida at Large



AUTHORITY TO ACCEPT

The undersigned, having been named to accept service of process for ~~Tobco of Miami, Inc.~~ a Florida corporation, at the place designated in the certificate, hereby accepts to act in such capacity, is familiar with, and accepts, the obligations of Registered Agent.


RICHARD TOUBY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA