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LAW OFFICES OF  
GUTTMAN & DEL VALLE

PROFESSIONAL ASSOCIATION  
THE COLONNADE • SUITE 650  
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RICHARD GUTTMAN  
IGNACIO G. DEL VALLE  
JORGE I.G. DEL VALLE

OF COUNSEL  
RAQUEL M. MATAS  
(305) 444-1965

December 11, 1997

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

700002372537--0  
-12/15/97--01132--003  
\*\*\*122.50 \*\*\*122.50

RE: ARI MANAGEMENT SERVICES, INC., a Florida corporation

Dear Sir or Madame:

Please find enclosed the following:

1. Two signed original Articles of Incorporation.
2. Check payable to the Secretary of State in the amount of \$122.50 representing \$35.00 for filing fee, \$35.00 for the registered agent designation and \$52.50 for a certified copy of Articles of Incorporation.

Please file the Articles of Incorporation and return the certified copy to me.

Please be advised that the Shareholders, Officers and Directors of ARI Management Services are one and the same as the Shareholders, Officers and Directors of ARI Construction, Inc., a Florida corporation (Document # P94000068124). Please see attached letter from ARI Construction, Inc. consenting to the incorporation of the referenced.

Thank you for your assistance in this matter.

Sincerely,

GUTTMAN & DEL VALLE,

Jorge I.G. del Valle

EFFECTIVE DATE

12-11-97

Enclosures

Arechaga\ARI\Secretar.Ltr

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 15 PM 12:54

FILED

97-12-10-97

ARTICLES OF INCORPORATION  
OF  
ARI MANAGEMENT SERVICES, INC.

FILED  
DEC 15 PM 12:54  
CLERK OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
12-11-97

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of the Corporation is **ARI MANAGEMENT SERVICES, INC.**, and its principal mailing address is 11535 SW 128th Court, Miami, Florida 33186.

**ARTICLE II**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE AND PERMITTED ACTIVITY**

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be Twenty-Five Thousand (25,000.00) shares of voting common stock with \$.01 par value per share.

## **ARTICLE V**

### **PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

## **ARTICLE VI**

### **REGISTERED OFFICE AND AGENT**

The initial registered address of the Corporation is 2333 Ponce de Leon Boulevard, Suite 650, Coral Gables, Florida 33134. The initial Registered Agent at that address is Guttman & Del Valle, P.A.

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the incorporator is: Ignacio G. del Valle, 2333 Ponce de Leon Boulevard, Suite 650, Coral Gables, Florida 33134.

## **ARTICLE VIII**

### **INDEMNIFICATION**

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time

such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 11<sup>th</sup> day of December, 1997.

By Ignacio G. del Valle  
Ignacio G. del Valle

STATE OF FLORIDA )

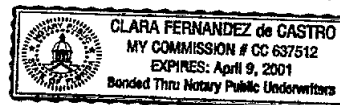
SS:

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of December, 1997, by Ignacio G. del Valle who is personally known to me or who has produced his Florida driver's license as identification and who did not take an oath.

Clara Fernandez de Castro  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as Registered Agent for **ARI MANAGEMENT SERVICES, INC.**

Guttman & Del Valle, P.A.

By: Ignacio G. del Valle  
Ignacio G. del Valle, Vice-President

Arechaga\ARI\Articles

EFFECTIVE DATE  
12-11-97

FILED  
97 DEC 15 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA