



THE UNITED STATES  
CORPORATION  
COMPANY

P97800107942

ACCOUNT NO. : 072100000032

REFERENCE : 648776 80335A

AUTHORIZATION :

COST LIMIT :

Patricia Pizut  
\$ 70.00

ORDER DATE : December 24, 1997

ORDER TIME : 10:23 AM

ORDER NO. : 648776-005

600002382146--9

CUSTOMER NO: 80335A

CUSTOMER: Robert V. Fitzsimmons, Esq  
ROBERT V. FITZSIMMONS, P A

Suite 201  
2665 S. Bayshore Drive  
Miami, FL 33133

DOMESTIC FILING

NAME: TUYA, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 DEC 24 PM 1:45

RECEIVED  
97 DEC 24 AM 11:43  
DIVISION OF CORPORATIONS

12-24-97  
WS

ARTICLES OF INCORPORATION  
OF  
TUYA, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
91 DEC 24 PM 1:45

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is TUYA, INC. The corporation's initial principal place of business shall be 2665 South Bayshore Drive, Suite 201, Miami, Florida 33133.

ARTICLE II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Mailing Address

The initial mailing address of the corporation is 2665 South Bayshore Drive, Suite 201, Miami, Florida 33133.

## ARTICLE V

### Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

## ARTICLE VI

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2665 South Bayshore Drive, Suite 201, Coconut Grove, Florida 33133 and the name of the initial registered agent of this corporation is Robert V. Fitzsimmons at that address.

## ARTICLE VII

### Directors

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
Lebron Walter Tucker, Jr.	685 N.W. 99 Street Miami, Florida 33150
Elizabeth C. Yamanoha	13236 Old Crystal River Road Brookesville, Florida 34601

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

## ARTICLE VIII

### Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made party to an action, suit or proceeding, whether criminal, civil, administrative or investigate, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

## ARTICLE IX

### Bylaws

This initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## ARTICLE X

### Incorporator

The name and street address of the incorporator of this corporation are:

Robert V. Fitzsimmons  
The Grand Bay Office Plaza  
2665 South Bayshore Drive, Suite 201  
Coconut Grove, Florida 33133

ARTICLE XI

Amendment

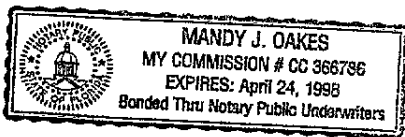
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 23rd day of December, 1997.

  
\_\_\_\_\_  
Robert V. Fitzsimmons

STATE OF FLORIDA     )  
                                      ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me on this 23rd day of December, 1997 by Robert V. Fitzsimmons, who is personally known by me.



  
\_\_\_\_\_  
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

TUYA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2665 South Bayshore Drive, Suite 201, Miami, Florida 33133, has designated Robert V. Fitzsimmons of 2665 South Bayshore Drive, Suite 201, Coconut Grove, Florida 33133 as resident agent to accept service of process within Florida.



Robert V. Fitzsimmons, Incorporator

Dated: December 23, 1997

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Robert V. Fitzsimmons  
Registered Agent

Date: December 23, 1997