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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: DON VENTURE II, INC.

AUDIT NUMBER.....H98000000836

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

CERT. OF STATUS...1

PAGES.....4

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ARTICLES OF INCORPORATION

OF

DON VENTURE II, INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

I.
NAME

The name of this corporation is Don Venture II, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is 2665 South Bayshore Drive, Suite 1100, Miami, Florida 33133.

II.
EFFECTIVE DATE AND DURATION

The effective date of this Corporation shall be the date filed with the Secretary of State of the State of Florida, and shall exist perpetually thereafter unless sooner dissolved according to law.

III.
PURPOSE

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

IV.
CAPITALIZATION

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

Juan T. O'Neighen
Fla. Bar No.: 305774
Suite 1100
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

(305) 285-0800

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V.
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 2665 South Bayshore Drive, Suite 1100, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

VI.
INITIAL DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

<u>Name</u>	<u>Address</u>
Juan T. O'Naghten	Suite 1100 2665 South Bayshore Drive Miami, Florida 33133
Rolando Delgado	Suite 1100 2665 South Bayshore Drive Miami, Florida 33133

VII.
INCORPORATOR

The incorporator is Juan T. O'Naghten and his address is 2665 South Bayshore Drive, Suite 1100, Miami, Florida 33133.

In witness whereof, the undersigned has executed these Articles of Incorporation on January 12, 1998.



Juan T. O'Naghten, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Don Venture II, Inc.
2. The name and address of the registered agent and the registered office is: Juan T. O'Naghten,
Suite 1100, 2665 South Bayshore Drive, Miami, Florida 33133

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of Bayshore Tile Services, Inc. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: January 12, 1998



Juan T. O'Naghten, Registered Agent

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