

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 28 AM 11:30

P980000008701

Florida Projects, Inc.

600002413986--1
-01/28/98--01009--009
*****122.50 *****122.50

Signature _____

Requested by: CS

Name _____

Date 1/27/98

Time 3:44

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED

98 JAN 28 AM 8:31

RP
01-28-98

ARTICLES OF INCORPORATION
OF
FLORIDA PROJECTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 28 AM 11:30

ARTICLE I-NAME

The name of this Corporation is FLORIDA PROJECTS, INC.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is: CARLOS J. ARBOLEYA, JR. , 2550 South Dixie Highway, Miami, Florida 33133

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director is:

<u>NAME</u>	<u>ADDRESS</u>
NOREEN REBOSO	905 S. Bayshore Drive, #1031 Miami, Florida 33131

THIS INSTRUMENT PREPARED BY:
CARLOS ARBOLEYA, JR., ESQUIRE
2550 SOUTH DIXIE HIGHWAY
COCONUT GROVE, FL. 33133

FLORIDA BAR #817155

ARTICLE VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder or Director.

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is:
2550 South Dixie Highway, Miami, Florida 33133.

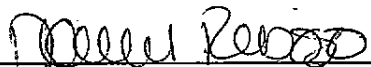
ARTICLE XI-INCORPORATOR

The person signing these articles is: NOREEN REBOSO
of 905 South Bayshore Drive #1031, Miami, Florida 33131.

ARTICLE XII-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 22nd day of January, 1998.



NOREEN REBOSO

ARTICLE XII-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

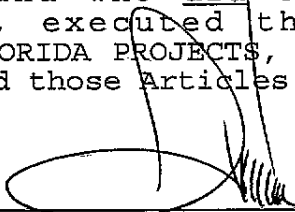
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 22nd day of January, 1998.



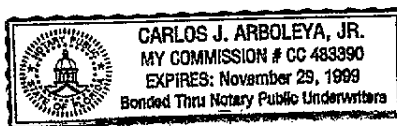
NOREEN REBOSO

State of Florida)
)
County of Dade)

The foregoing instrument was acknowledged before me this 22nd day of January, 1998, by NOREEN REBOSO, who is personally known to me or who has produced his driver's license as identification and who did take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of FLORIDA PROJECTS, INC., and acknowledged before me that she executed those Articles of Incorporation.



NOTARY PUBLIC, STATE OF FLORIDA.
My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

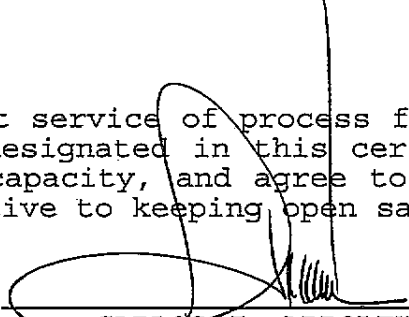

CARLOS J. ARBOLEYA, JR.

In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First-That FLORIDA PROJECTS, INC., desiring to organize
under the laws of the State of Florida, with its principal
office as indicated in the articles of incorporation at City of
Miami, County of Dade, State of Florida, has named CARLOS J.
ARBOLEYA JR., located at 2550 South Dixie Highway, City of
Miami, County of Dade, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

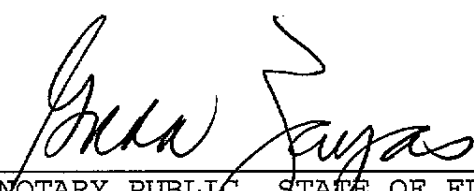
Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

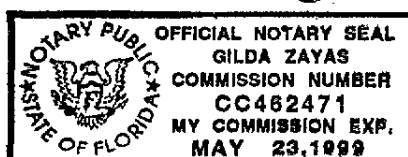
By: 
CARLOS J. ARBOLEYA, JR.

State of Florida)
)
County of Dade)

The foregoing instrument was acknowledged before me this
22nd day of January, 1998, by CARLOS J. ARBOLEYA, JR., who is
personally known to me or who has produced his driver's license
as identification and who did take an oath, and who, as
Incorporator, executed the foregoing Articles of Incorporation
of FLORIDA PROJECTS, INC., and acknowledged before me that he
executed those Articles of Incorporation.

STATE OF FLORIDA)
COUNTY OF DADE)


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



CERTIFICATE OF DESIGNATION

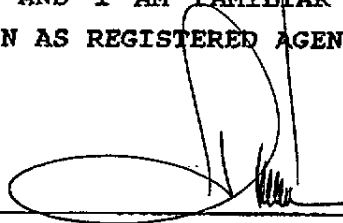
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Florida Projects, Inc.

2. The name and street address of the registered agent and office is: Carlos J. Arboleya, Jr., P.A.
2550 South Dixie Highway
Coconut Grove, Fl. 33133

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



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