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LAW OFFICES
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February 20, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-03/03/98--01058--003
****122.50 ****122.50


Re: Articles of Incorporation of Maria's Inc.

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of Maria's Inc. along with a check in the amount of \$122.50. Please return the certified copy in the enclosed self addressed stamped envelope.

If there are any questions, please call.

Very truly yours,


Stephen L. Vinson, Jr.

SLV/ip
Enclosures

FILED
98 MAR -3 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 3-4-98

**ARTICLES OF INCORPORATION
OF
MARIA'S INC.**

FILED
MAR - 3 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **MARIA'S INC.** and its address is 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have \$1.00 par value.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131 and the name of its initial registered agent at such address is STEPHEN

L. VINSON, JR., ESQ.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors are two(2). The names and addresses of the persons who are to serve as the members of the initial board of directors is:

Mike Ruckdeschel
9536 Palisades Park Road
Boca Raton, Florida 33428

and

Harold Stark
2770 S.W. 81 Way
Davie, Florida 33328

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

Stephen L. Vinson, Jr., P.A.
1200 Brickell Avenue, Suite 1680
Miami, Florida 33131

ARTICLE VIII

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 18 day of February, 1998.

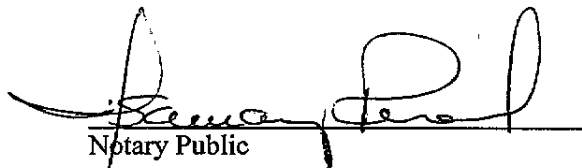
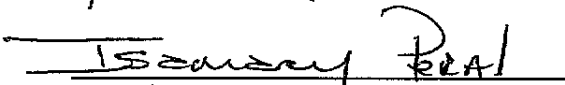
Stephen L. Vinson, Jr.
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)ss

The foregoing instrument was acknowledged before me this 18th day of February, 1998, by Stephen L. Vinson, Jr., who is personally known to me or who has produced _____ as identification and who did take an oath.

My commission expires:




Notary Public

Printed Signature

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in and foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


STEPHEN L. VINSON, JR.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA