

4/13/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~LEES-RE-RE~~

PHONE: (305) 672-0686

FAX #: (305) 672-9110

NAME: VERANDA COUNTRY LIVING, INC.

AUDIT NUMBER.....H98000006952

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

CERT. OF STATUS..1

PAGES 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Veranda Country Living, Inc.

Article II. Address

The mailing address of the Corporation is:
Veranda Country Living, Inc.
3380 S.W. 139th Avenue
Miami FL 33175

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Antonio Vias
3380 S.W. 139th Avenue
Miami FL 33175

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Antonio Vias

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Andres Alos, I FL Bar Member 0015466
Alos & Associates, P.A.
770 Ponce De Leon Boulevard, Suite 211
Miami FL 33134
305- 441-9929

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Andres Alos

Alos & Associates, P.A.

770 Ponce De Leon Boulevard, Suite 211

Miami FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 9, 1998.

The undersigned incorporator executed these Articles of Incorporation on April 13, 1998.



ANDRES ALOS

by G.K. Kuroda as attorney-in-fact

Andres Alos | FL Bar Member 0015466
Alos & Associates, P.A.
770 Ponce De Leon Boulevard, Suite 211
Miami FL 33134
305- 441-9929

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

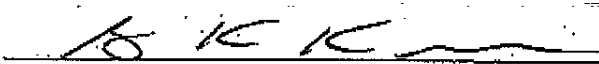
CORPORATION:

Veranda Country Living, Inc.

REGISTERED AGENT/OFFICE:

**Antonio Vias
3380 S.W. 139th Avenue
Miami FL 33175**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ANTONIO VIAS
by G.K. Kuroda as attorney-in-fact

Date: April 13, 1998

**Andres Alos | FL Bar Member 0015466
Alos & Associates, P.A.
770 Ponce De Leon Boulevard, Suite 211
Miami FL 33134
305- 441-9929**

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