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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/14/98--01064--004
***122.50 ***122.50

SUBJECT: Vera Gardens, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM: Don R. Livingstone, Esq.
Name
7711 S. W. 62 Ave.
Address
Miami, FL 33143
City, State, & Zip
(305) 665-1821
Telephone Number

FILED
98 MAY 14 AM 8:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

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ARTICLES OF INCORPORATION
OF
VERA GARDENS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is VERA GARDENS, INC.

ARTICLE II

The existence of the corporation shall be perpetual.

ARTICLE III

The street address of the principal office of the Corporation is 5850 S. W. 84 Street, Miami, FL 33143.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 5850 S. W. 84 Street, Miami, FL 33143. The initial registered agent for the Corporation at that address is Kimber L. Mariani.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Kimber L. Mariani 5850 S. W. 84 Street, Miami, FL 33143

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Kimber L. Mariani 5850 S. W. 84 Street, Miami, FL 33143

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ARTICLE VIII

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11 day of May, 1998.


KIMBER L. MARIANI, Director &
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Vera Gardens, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


KIMBER L. MARIANI
Registered Agent

Dated May 11, 1998.