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June 18, 1998

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*****70.00 *****70.00

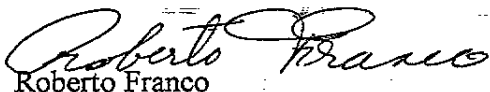
Department of State
P.O. Box 6327
Tallahassee, Fl 32314

Gentlemen,

Enclosed please find certificate of Incorporation for R.F. Enterprised Inc and a check in the sum of \$70.00. Please file the enclosed corporation and send a confirmation by fax to (305)557-6069.

In the event that you may have any questions please contact me at (305)887-7491.

Sincerely,


Roberto Franco

Mailing Address: 3167 West 2nd Avenue
Hialeah, Fl 33012

FILED
98 JUN 29 PM 3.51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~11/28/98~~

JN 6-29-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 23, 1998

ROBERTO FRANCO
3167 WEST 2ND ST. AVE.
HIALEAH, FL 33012

SUBJECT: R.F. ENTERPRISES, INC.
Ref. Number: W98000014409

We have received your document for R.F. ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 998A00034541

FILED
98 JUN 29 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

R.F. ENTERPRISES OF MIAMI, INC.

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes hereinafter set forth, hereby subscribe to this Certificate of Incorporation.

ARTICLE I.

The name of the proposed corporation shall be:

R.F. ENTERPRISES, INC.

ARTICLE II.

The general nature of the corporation's business and businesses to be transacted by this corporation shall be as follows:

- A. To do any and all business necessary under and according to the laws of the State of Florida;
- B. To purchase for investment or resale and to traffic in land and houses and other property of any nature and any interest therein; to create, sell and deal in freehold and leasehold ground rents and to make advances upon security of land or houses or other property, or any interest therein, and generally to traffic in and by way of sale, lease, exchange, or otherwise with the land and houses and any other property whether real or personal;
- C. Other negotiable or transferable instruments including bonds, debentures, or other obligations of this corporation, whether secured by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.
- D. To guarantee, purchase, hold, sell assign, transfer, mortgage, pledge, or otherwise dispose of the shares of capital stock, or any bonds, securities

***Prepared By:
Roberto Franco
3167 West 2nd Avenue
Hialeah, FL 33012***

or other evidence of indebtedness, created by any corporation or corporations of this state, or any other state or government and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote thereon.

- E. To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further that shares of its own capital stock owned by the

corporation shall not be voted on directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

- F. --To engage in every aspect of the business of rendering the same professional services to the public that an Attorney at Law, duly Licensed under the laws of the State of Florida is authorized to render.

Without in any particular limiting any and all objects and powers of this corporation, it is expressly declared and provided that this corporation shall have the power in carrying on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description, and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations, and which a co-partnership or natural person could do and exercise, and which now or thereafter may be authorized by law.

ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred with a par value of \$5.00 each.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The principal office of the corporation shall be located at the County of Dade, City of Hialeah, State of Florida, with an address of: 3167 West 2ND AVE, Hialeah Florida 33012

ARTICLE VII.

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, By-Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors shall be elected and qualified, are as follows:

ROBERTO FRANCO, President, 3167 West 2ND AVE, Hialeah, FI 33012

ARTICLE IX.

The names and post office address of each subscriber to the Certificate of Incorporation, and the number of shares which each agree to take, the total aggregate amount which shall be the sum of Five Hundred Dollars No/100 (\$500.00); the amount of capital with which this corporation shall begin business, are as follows:

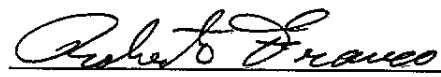
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
ROBERTO FRANCO	3167 West 2ND AVE Hialeah, FI 33012	100	\$500.00

ARTICLE X.

The officers of the corporation until the first meeting of the Board of Directors shall be:

ROBERTO FRANCO, President, 3167 West 2ND AVE, Hialeah, FI 33012

IN WITNESS WHEREOF, the parties have hereunto made, subscribed and acknowledged this Certificate of Incorporation.

 (SEAL)
ROBERTO FRANCO,

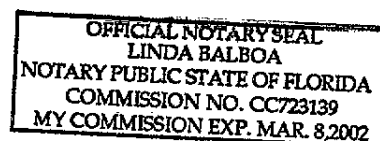
STATE OF FLORIDA)

COUNTY OF DADE) I CERTIFY THAT on this day personally appeared **ROBERTO FRANCO AND** Who produced as identification the following Driver's License and who, after being duly sworn, executed the foregoing Certificate of Incorporation and they acknowledge the said Certificate of Incorporation as the act and deed of the signers and that the facts therein set forth are true and correct.

WITNESS my hand and official seal at Hialeah, Dade County, Florida this 28 day of MAY, 1998.


**NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE**

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


IN COMPLIANCE WITH Section 48.091, Florida Statute, the following is submitted:

R.F. ENTERPRISES OF MIAMI, INC

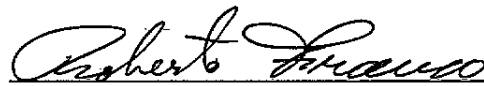
desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Hialeah, County of Dade, State of Florida, located at 3167 WEST 2ND AVE, HIALEAH, FL 33012, names:

ROBERTO FRANCO

as its resident agent to accept service of process within the State of Florida.


SIGNATURE (Corporate Officer)
ROBERTO FRANCO, PRESIDENT
MAY 28, 1998
3167 WEST 2ND AVE
HIALEAH, FLORIDA 33012

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


SIGNATURE (Resident Agent)
ROBERTO FRANCO
PRESIDENT
MAY 28, 1998
3167 WEST 2ND AVE,
HIALEAH, FL 33012

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA