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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LEVINE &amp; PARTNERS, P.A.

ACCT#: 074677001117

CONTACT: LIZ BREIER

PHONE: (305)372-1350

FAX #: (305)372-1352

NAME: MARTINE &amp; PHILIPPE MANAGEMENT CORP.

AUDIT NUMBER.....H98000014623

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

CERT. OF STATUS..0 PAGES..... 5

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MARTINE & PHILIPPE MANAGEMENT CORP.

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The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation is:

MARTINE & PHILIPPE MANAGEMENT CORP.

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE THREE - NATURE OF BUSINESS

This corporation is organized to engage in any and all lawful activity or business permitted under the laws of the United States of America and the State of Florida for which a corporation may be incorporated.

ARTICLE FOUR - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 15,000 shares of \$1.00 par value, common stock.

Mark E. Fried  
1110 Brickell Ave., Ste. 700  
Miami, FL 33131  
(305) 371-7079  
FL Bar # 283878

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**ARTICLE FIVE - INITIAL CAPITAL**

The amount of capital with which the corporation will begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

**ARTICLE SIX - ADDRESS**

The initial address of the principal office of this corporation is:

520 Alcazar Avenue  
Coral Gables, FL 33134

**ARTICLE SEVEN - DIRECTORS**

The number of Directors constituting the initial Board of Directors of this corporation shall be One (1). The number of Directors may either be increased or decreased as provided in the Bylaws.

The name and address of the initial Director of this Corporation is:

PHILIPPE TORCHUT  
520 Alcazar Avenue  
Coral Gables, FL 33134

**ARTICLE EIGHT - INCORPORATOR**

The name and address of the person subscribing to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARK E. FRIED	1110 Brickell Avenue Suite 700 Miami, Florida 33131

**ARTICLE NINE - REGISTERED AGENT**

The name and address of the Registered Agent for service of process of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARK E. FRIED, P.A.	1110 Brickell Avenue Suite 700 Miami, Florida 33131

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ARTICLE TEN

These Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida. This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE ELEVEN - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on this 7 day of August 1998.

  
\_\_\_\_\_  
As Incorporator  
\_\_\_\_\_  
As Registered Agent

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STATE OF FLORIDA     )  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared, MARK E. FRIED, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of MARTINE & PHILIPPE MANAGEMENT CORP., and he acknowledged before me that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 7 day of August 1998.

My commission expires:



ARACELY D.O. PEREZ  
MY COMMISSION # 00410255 EXPIRES  
October 30, 1998  
BONDED THROUGH TROY RAIN INSURANCE, INC.

  
NOTARY PUBLIC/STATE OF FLORIDA

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CERTIFICATE OF REGISTERED AGENT  
OF  
MARTINE & PHILIPPE MANAGEMENT CORP.

In pursuant of Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

That MARTINE & PHILIPPE MANAGEMENT CORP. is desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, and has named MARK E. FRIED, P.A., 1110 Brickell Avenue, Suite 700, Miami, Florida 33131 as its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT

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

  
MARK E. FRIED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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