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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 AM 10:41

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

SUBJECT: CACTUS OF AMERICA, INC.

(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 122.50

FROM:

CACTUS OF AMERICA, INC.

Name (printed or typed)

14491 SW 168TH TERR

Address

MIAMI, FLORIDA 33177

City, State & Zip Code

(305) 552-5082

Telephone Number

200002685982--5

-11/12/98-01074-030

122.50 **78.75

Note: Please provide the original and one copy of the Articles.

D. BROWN NOV 17 1998

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ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CACTUS OF AMERICA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

14491 SW 168TH TERR.
MIAMI, FLORIDA 33177

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES @ \$1.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ELIEZER TAVERAS
9738 NW 5TH TERR.
MIAMI, FL. 33172

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ELIEZER TAVERAS


PRESIDENT / SECRETARY

JUAN MARTY

VICE-PRESIDENT / TREASURER

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 6 day of NOVEMBER 1998


Signature


Signature

Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE. REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is CACTUS OF AMERICA, INC.

2. The name and address of the registered agent and office is:

ELIEZER TAVERAS

(Name)

9738 NW 5TH TERR.

(P.O. Box or Mail Drop NOT acceptable)

MIAMI, FLORIDA 33172

(City/State/Zip)

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and accept
the obligations of my position as registered agent.

Eliezer Taveras
(SIGNATURE)

NOVEMBER 6, 1998
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 23214