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TRANSMITTAL LETTER 99 M

DIVISION OF CORPORATIONS
98 NOV 12 AM 10: 41

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

CACTUS OF AMERICA, INC.

SUBJECT:

(Proposed corporate name)

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

CACTUS OF AMERICA, INC. -11/12/98--01074--030
*****122.50 *******(8.75)

Name (printed or typed)

14491 SW 168TH TERR

Address

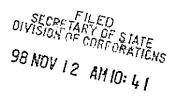
MIAMI, FLORIDA 33177

City, State & Zip Code

(305) 552-5082

Telephone Number

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



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 sstreet address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ELIEZER TAVERAS

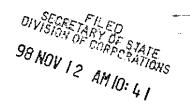
PRESIDENT / SECRETARY

JUAN MARTY

VICE-PRESIDENT / TREASURER

Signiture

Signiture



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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	corp	orat	ion	is_	CACTUS OF AMERICA, INC.
2.	The	name	and	add	dress	of	the	reg	gistered agent and office is:
									ELIEZER TAVERAS
								_	(Name)
									9738 NW 5TH TERR.
							(P.C). B	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 perfomance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signiture)

November 6, 1998

(DATE)

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