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MANUEL ALONSO-POCH P.A.
ATTORNEYS AT LAW
SUITE 1170
2100 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

FILED

99 JAN -8 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE: (305) 448-4053
FACSIMILE: (305) 443-0903

January 5, 1999

Hon. Kathrine Harris
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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*****87.50 *****87.50

Re: 7331 INVESTMENT CORPORATION

Dear Ms. Harris:

Enclosed please find three copies of the Articles of Incorporation for the above captioned corporation. Also enclosed please find a check for \$87.50 which represents the fee for the filing of Articles of Incorporation. Kindly forward a stamped copy of the Articles, as filed, together with the Certificate of Incorporation to this firm in the enclosed self addressed envelope.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MANUEL ALONSO-POCH, P.A.

Carol Vivas
Legal Assistant

Enclosure

Carol Vivas CAVE
AUTHORIZATION BY PHONE TO
CORRECT delete ref to
DATE effective date - article IV
DOC. # XAN

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P. Hall
JAN 11 1999

ARTICLES OF INCORPORATION
OF
7331 INVESTMENT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms the following Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is 7331 INVESTMENT CORPORATION

ARTICLE II

PURPOSE

The corporation is organized to engage in any and all businesses permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue seven thousand five hundred (7500) shares of common stock with one dollar par value. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial Registered Office of this corporation shall be MANUEL ALONSO-POCH, 2100 Ponce De Leon Boulevard, Suite 1170, Coral Gables, Florida 33134.

The initial registered office is: 2100 Ponce De Leon Boulevard, Suite 1170, Coral Gables, Florida 33134.

ARTICLE VI

DIRECTORS

This corporation shall have at least one director initially. The number of directors may be changed from time to time in accordance with by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation is:

ROBIN BAILY	2100 Ponce De Leon Boulevard Suite 1170 Miami, Florida 33134
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ARTICLE VII

INCORPORATORS

The name and street address of the incorporator is:

MANUEL ALONSO-POCH	2100 Ponce De Leon Boulevard Suite 1170 Miami, Florida 33134
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ARTICLE VIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

CUMULATIVE VOTING

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4), shall be allowed.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hands and seal this 6th day of *December 1998*.



MANUEL ALONSO-POCH

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared, MANUEL ALONSO-POCH, (X) who is personally known to me, () or who produced _____ as identification and who did take an oath and is known to be the persons described in and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of December, 1998.

Lisette Miranda

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



MANUEL ALONSO-POCH
Registered Agent

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

7331 INVESTMENT CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business 2100 Ponce De Leon Boulevard, Suite 1170, Coral Gables, Florida 33134, has named MANUEL ALONSO-POCH, of 2100 Ponce De Leon Boulevard, Suite 1170 Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

Dated: December 6, 1998



MANUEL ALONSO-POCH
Registered Agent

Having been named to accept service of process for the above named 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 performance of my duties.



MANUEL ALONSO-POCH
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA