

Charter Number Only

VALIDATION ONLY

1/2/99

A. P. Walter, JR.

Requestor's Name

300 Aragon Ave # 370

Address

Coral Gables FL 33134

City

State

ZIP

Phone

(305) 4421919C.

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*****78.75 *****78.75

CORPORATION(S) NAME

DAWN INVESTMENTS - INC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

Name	
Availability	
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Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CERTIFIED COPY

DIVISION OF CORPORATION

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Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION OF
DAWN INVESTMENTS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons over the age of eighteen (18) years, competent to contract, hereby presents these Articles for the formation of a corporation: under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: DAWN INVESTMENTS, INC.

ARTICLE II
NATURE OF BUSINESS

Any and all legal purposes permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III
STOCK SHARES

The maximum number of shares of stock with a nominal or par value that this Corporation is authorized to have outstanding at any time, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value of shares of stock, are as follows: five hundred (500) one dollar (\$1.00) par value shares and each share having equal rights, privileges and voting power.

The total authorized capital stock of this Corporation is five hundred shares divided into shares at the par value of one (\$1.00) each. The amount of capital with which this Corporation will begin business is five hundred dollars (\$500.00). Shares of stock of this Corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors but may be paid for by

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property, labor or services whenever the Board of Directors so authorizes by unanimous consent.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The initial principal office of this Corporation is to be located at:
10431 NW 28th Street
Unit E103
Miami, Florida 33172

ARTICLE VI
DIRECTORS

The number of directors of this Corporation are one (1) initially, but may be increased according to the by-laws adopted by the shareholders.

ARTICLE VII
INITIAL DIRECTORS

The name and street address of the first Board of Directors and Incorporator who, subject to the provision of these Articles of Incorporation, the Corporate by-laws and laws of Florida, shall hold office for the first year of this Corporation's existence or until her successor(s) is elected and has qualified, is as follows:

PRES/SECT/TRES/DIR:	ADELA BALLATE 10431 NW 28 TH STREET MIAMI, FLORIDA 33172
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ARTICLE VIII
AMENDMENTS

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX
RESIDENT AGENT

The Resident Agent upon whom service of process is made is:

A.P. WALTER, JR., ESQ.
300 ARAGON AVENUE, SUITE 370
CORAL GABLES, FLORIDA 33134

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at 300 Aragon Avenue, Suite 370, Coral Gables, Florida 33134, for the use and purpose aforesaid.


MARIO DE REY

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

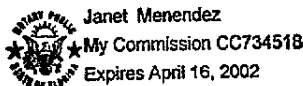
BE IT REMEMBERED that on the 20th day of January 1999, personally appeared before the undersigned, a notary public for the State of Florida, the aforesaid subscriber to the foregoing Articles of Incorporation, to me well known to be the individual described herein and whom executed the foregoing Articles of Incorporation, and acknowledge the foregoing Articles of Incorporation, as his voluntary act and deed and that the facts set forth herein are true and correct.

GIVEN under my hand and official seal, this the day and year aforesaid.

Janet Menendez
NOTARY PUBLIC, State of
Florida at Large

SWORN TO AND SUBSCRIBED BEFORE me this 20th day of January, 1999.

My Commission Expires:



**CERTIFICATE OF DESIGNATION (OR CHANGING PLACE OF BUSINESS
OR DOMICILE) FOR THE SERVICE OF PROCESS WITHIN STATE, NAMING
AGENT UPON WHOM SERVICE MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First that: DAWN INVESTMENTS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida has named:

A.P. WALTER, JR.
300 ARAGON AVENUE, SUITE 370
CORAL GABLES, FLORIDA 33134

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

ACKNOWLEDGEMENT

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

By: *A.P. Walter, Jr.*
A.P. WALTER, JR.
Resident Agent

DATED THIS 20th day of January, 1999.

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