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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

T & G of miami, Inc.
DESTINATIONS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 16, 1999

EMPIRE

SUBJECT: DESTINATIONS, ^{T & G} OF MIAMI, INC.
REF: W99000003863

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE DESTINATIONS T & G OF MIAMI, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

PREPARED BY: CORDERO CPA P.A.
ALFONSO CORDERO
8025 NW 36 STREET STE. 302
MIAMI, FLORIDA 33166
(305) 599-4111

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ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN AT THE TIME OF FILING OF THESE ARTICLES OF INCORPORATION BY THE STATE OF FLORIDA.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

15021 SW 140 COURT
MIAMI, FLORIDA 33186

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

MONICA SERRANO
15021 SW 140 COURT
MIAMI, FLORIDA 33186

ARTICLE VII

DIRECTOR

THIS CORPORATION SHALL HAVE FOUR DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

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ARTICLE VIII

**THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS
AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:**

NAME	TITLE
MONICA SERRANO	PRESIDENT
CATHERINE GOMEZ	TREASURER
LUZ S. GOMEZ	SECRETARY
HERNAN JACKSON	DIRECTOR

ARTICLE IX

SUBSCRIBER

**THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF
INCORPORATION ARE AS FOLLOWS:**

MONICA SERRANO 15021 SW 140 COURT MIAMI, FLORIDA 33186	LUZ S. GOMEZ 15021 SW 140 COURT MIAMI, FLORIDA 33186
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ARTICLE X

PREEMPTIVE RIGHTS

**SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE
OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A
BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR
A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE
EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE
REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID
STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON
APPROVED BY THE OTHER SHAREHOLDERS.**

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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 A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 15 DAY OF FEBRUARY, 1999.


LUZ S. GOMEZ


MONICA SERRANO

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


MONICA SERRANO

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