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ACCOUNT NO.: 072100000032 7131003 164895 REFERENCE : AUTHORIZATION : COST LIMIT : \$ 78.75 ORDER DATE : March 11, 1999 ORDER TIME : 10:32 AM 5000<u>0</u>2802325--2 ORDER NO. : 164895-005 CUSTOMER NO: 7131003 CUSTOMER: Irving Joseph Gonzalez, Esq IRVING JOSEPH GONZALEZ, IRVING JOSEPH GONZALEZ, Suite 928 444 Brickell Avenue Miami, FL 33131 DOMESTIC FILING METRO GROUP SOUTH, INC. EFFECTIVE DATE: XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: ___ CERTIFIED COPY PLAIN STAMPED COPY ____CERTIFICATE OF GOOD STANDING CONTACT PERSON: Christopher Smith EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION OF METRO GROUP SOUTH, INC.

FILED MIVISION OF CORPORATIONS

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The undersigned subscriber(s) of these Articles of Incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: METRO GROUP SOUTH, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transcribed and carried on are as follows: purchase and sale of property as well as development thereof, and in general to carry on any other legal business whatsoever which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and, further to borrow or raise money for any purposes to mortgage all or any party of the property corporeal or incorporeal rights or franchise of this company now owned or hereafter acquired and to create, issue, draw, accept and negotiate bonds, mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III - GENERAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$1.00 par value.

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$ 100.00 dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - CORPORATION'S ADDRESS

The initial address of the principal office of this corporation in the State of Florida shall be at 444 Brickell Avenue, Suite 928, Miami, Florida 33131.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish subsidiaries in any place within and without the United States.

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation: Irving J. Gonzalez 444 Brickell Avenue, Suite 928, Miami, Florida 33131.

ARTICLE VIII - AMENDMENT

The 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 the majority of the stock entitled to vote thereon.

ARTICLE IX - DESIGNATION OF REGISTERED AGENT

The following person, Irivng J. Gonzalez, is hereby named as

Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida whose address is 444 Brickell Avenue, Suite 928, Miami, Florida 33131.

I hereby accept my appointment as Registered Agent, being familiar with and accepting the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes. I am an individual residing in the State having a business office identical with the registered office of the corporation.

rying J. Gonzalez

ARTICLE X

March, 1999.

Irving J. Gonzalez

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