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FLORIDA PROFIT CORPORATION OR P.A.

terry mar realty, inc.

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ARTICLES OF INCORPORATION

OF

TERRY MAR REALTY, INC.

ARTICLE I

Name

The name of this corporation is: TERRY MAR REALTY, INC.

ARTICLE II

Purpose

The purpose of this business is to work as a corporation in the State of Florida. This Corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

Capital and Stock

The amount of capital this business will begin with shall not be less than \$1000.00. This corporation is authorized to issue 1000 shares of common stock of \$1.00 per value each. One hundred percent of the shares will be held by R. Martinez.

This document was prepared by:  
LEON E. TOZO, ESQ.  
255 Alhambra Circle, Suite 420  
Coral Gables, FL 33134  
(305) 854-8105  
Florida Bar No.:

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ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock, or of any treasury common stock, shall have the right to purchase his pro-rate share of said stock (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others. "Pro-rata" means, in this article, in the proportion the number of shares already owned by the shareholder bears to the total number of shares of the corporation already issued and outstanding by the corporation. In case any shareholder does not make use of his preemptive rights, such rights will accrue to the rest of the shareholders, also pro-rata.

ARTICLE V

Right of First Refusal

In the event a shareholder receives a bona fide offer acceptable to him for the purchase of all or a portion of his shares (or any rights or interest therein), such shareholder (herein-after referred to as the Offering Shareholder) shall give written notice of such offer to all shareholders by registered mail at the addresses listed in the corporation's books. The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the price per share and all other terms and conditions of the proposed transfer.

On receipt of the notice with respect to such offer, each of the remaining shareholders shall be entitled during a period of fifteen (15) days from the date of the reception of said notice to purchase that portion of the offered shares that the number of shares held by him bears, to the number of shares held by all shareholders electing to purchase (and actually purchasing) the offered shares on the same terms and conditions as set out in offer.

Each shareholder electing to purchase shall promptly give notice to the Secretary

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of the Company of the maximum number of offered shares that he is willing to purchase. If the other shareholders desire to purchase all of the shares that are subject to the offer, the Secretary shall give written notification of this effect to the offering shareholder, and said sale and purchase shall be closed within thirty (30) days thereafter. In the event that the other shareholders do not intend to purchase all of the offered shares, the offering shareholder shall have the right to transfer all of the offered shares which the other shareholders do not intend to acquire to the prospective purchasers free and clear of any restrictions against transfer that might otherwise have been created by this Article.

Similar rights of purchase or options to purchase will accrue to the rest of the shareholders in the case anyone of such shareholders becomes disabled, bankrupt, files for voluntary bankruptcy or someone files to have him declared incompetent, makes an assignment in favor of creditor, or dies. The purchase price per share of stock in this case will be determined by evaluation to be made about the middle of this fiscal year of the corporation by an outside, independent appraiser or certified public accountant, who will determine, as exactly as possible, the value of such share, using generally approved accounting methods. The same option shall exist in case the shares of any shareholders pass to a third party as a result.

Any attempted sale or transfer of stock in violation of the provisions of these articles is null and void. All certificates of share of this corporation shall carry a rubber stamp reading: "These shares are subject to the provisions of Article V of Articles of Incorporation in regard to limitations on transfer stock."

#### ARTICLE VI

##### Initial Registered Office and Agent

The Principal Office of this corporation is

255 Alhambra Circle, Suite 420, Coral Gables, FL 33134

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and the Registered Agent: TERESA MARTINEZ

located at the initial registered office of the corporation at:

255 Alhambra Circle, Suite 420, Coral Gables, FL 33134

**ARTICLE VII**

**Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The initial director of this corporation is:

Name	Street Address
TERESA MARTINEZ	255 Alhambra Circle, Suite 420, Coral Gables, FL 33134

**ARTICLE VIII**

**Incorporators**

The name of the persons signing these articles are:

Name	Street Address
TERESA MARTINEZ	255 Alhambra Circle, Suite 420, Coral Gables, FL 33134

**ARTICLE IX**

**Officers**

This corporation shall have the following officers: President, Vice President, Secretary and Treasurer. The initial officers of the corporation are:

President: TERESA MARTINEZ

Vice President: TERESA MARTINEZ

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Secretary: TERESA MARTINEZ

Treasurer: TERESA MARTINEZ

ARTICLE X

By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, acting either together or independently of each other.

ARTICLE XI

Procedure in Case of Dead Lock

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek the dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three attorneys, designated by the Florida Bar in the field of Corporations; two of such attorneys shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two attorneys selected by the parties in stalemate. If any party refuses to appoint an attorney within two weeks of the date of the meeting resulting in the deadlock, then, any party may petition the Dade County Bar Association to nominate, in the stead of the non-nominating party, an attorney designated in the field of Corporations, and the attorney or attorneys so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the Board of Directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall have its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties,

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including those arising out of negligence.

**ARTICLE XII**

**Date of Commencement**

The effective date of this corporation is the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this \_\_\_\_\_ day of May, 1999.

X *Teresa Martinez*  
TERESA MARTINEZ

STATE OF FLORIDA )  
                                  ) SS.  
COUNTY OF DADE )

BEFORE ME, the undersigned authority personally appeared, TERESA MARTINEZ, known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same, this \_\_\_\_\_ day of May, 1999.

*Teresa Hernandez*  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES SEPT 28, 2000  
CC588725  
COMMISSION NUMBER  
TERESA HERNANDEZ  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

**REGISTERED AGENT**

Having been named to accept service of process for TERRY MAR REALTY, INC., at the place designated above, I, TERESA MARTINEZ, hereby agree to at in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

IN WITNESS WHEREOF, the undersigned has accepted the duty of registered agent for the above stated corporation this \_\_\_\_\_ day of May, 1999.

X *Teresa Martinez*  
TERESA MARTINEZ

X \_\_\_\_\_  
WITNESS

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TALLAHASSEE, FLORIDA

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