

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

Park Avenue Ventures, Inc.

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**ARTICLES OF INCORPORATION
OF
PARK AVENUE VENTURES, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

PARK AVENUE VENTURES, INC.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock with a par value of \$1.00 per

August Van Espeel, Esquire
Kalish & Ward, P.A.
101 E. Kennedy Boulevard, Suite 4100
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share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Principal Office, Registered Office and Registered Agent

The principal office, mailing address and initial registered office of this corporation shall be located at 12781 North Dale Mabry, Tampa, Florida 33618 and the initial registered agent of this corporation at such office shall be Leslie K. Diaz, Sr. This corporation shall have the right to change such principal and registered offices and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation

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shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two members, such members to hold office until their successors have been duly elected and qualified. The name and street address of the initial directors is:

<u>Name</u>	<u>Address</u>
Leslie K. Diaz, Sr.	12781 N. Dale Mabry Tampa, Florida 33618
Marcellyn Rae Diaz	12781 N. Dale Mabry Tampa, Florida 33618

ARTICLE VIII

Incorporator

The name and street address of the incorporators making these Articles of Incorporation is:

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<u>Name</u>	<u>Address</u>
Leslie K. Diaz, Sr.	12781 N. Dale Mabry Tampa, Florida 33618
Marcellyn Rae Diaz	12781 N. Dale Mabry Tampa, Florida 33618

ARTICLE IX

Bylaws

(a) The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provides, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.


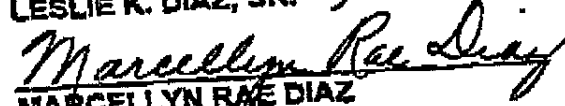
ARTICLE X

Amendment of Articles of Incorporation

This corporation reserved the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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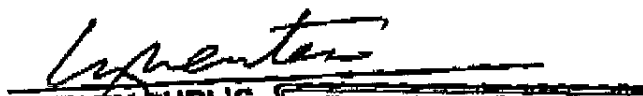
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


LESLIE K. DIAZ, SR.

MARCELLYN RAE DIAZ

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 25 day of May, 1999 personally appeared LESLIE K. DIAZ, SR., to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.



WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC
My Commission Expires:  LAWRENCE E. FUENTES
MY COMMISSION # CC 872810
EXPIRES: September 25, 2001
Notary Public Underwriting

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 25 day of May, 1999 personally appeared MARCELLYN RAE DIAZ, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC
My Commission Expires:  LAWRENCE E. FUENTES
MY COMMISSION # CC 872810
EXPIRES: September 25, 2001
Notary Public Underwriting

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PARK AVENUE VENTURES, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

LESLIE K. DIAZ, SR., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations under Chapter 607, Florida Statutes.

DATED this 25 day of May 1999.


LESLIE K. DIAZ, SR.

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