FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

(City, State, Zip)

TALLAHASSEE, FLORIDA 32308

385-6735

(Phone #)

OFFICE USE ONLY

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	NEW FILINGS	AMENDMENTS
سرا	Profit	Amendment
	NonProfit	Resignation of R.A., Officer/Director
	Limited Liability	Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal
	Domestication	Dissolution/Withdrawal
	Other	Merger
	OTHER FILINGS	REGISTRATION/ QUALIFICATION
	Annual Report	
	Fictitious Name	Limited Partnership
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	Name Reservation	Reinstatement
	Name Reservation	Foreign Limited Partnership Reinstatement Trademark Other



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 26, 1999

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: ARE'E, INC.

Ref. Number: W99000012331

We have received your document for ARE'E, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 499A00029061

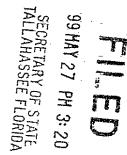
DEPARTMENT OF STATE CHVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

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BECEINED

ARTICLES OF INCORPORATION

ARTICLE I - NAME



The name of this corporation is Are'e Investments USA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 11943 Riverhills Drive Tampa, Florida 33617

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Bradley Randall

11943 Riverhills Drive, Tampa, Florida 33617

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: May 27, 1999

Filings, Inc.
by Teresa Roman, Vice-President

These low

Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Are'e Investments USA, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: May 27, 1999

Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance cofuny duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 27, 1999

Filings, Inc.

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