

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MISHAN, SLOTO, & GREENBERG, P.A.
Account Number : 073330003137
Phone : (305) 379-1792
Fax Number : (305) 379-2328

FLORIDA PROFIT CORPORATION OR P.A.

PENABAD CORP.

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ARTICLES OF INCORPORATION

OF

PENABAD CORP.

ARTICLE I

NAME

The name of the corporation PENABAD CORP. The mailing address of the corporation shall be 1440 Ocean Drive, Miami Beach, FL 33139.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

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This instrument prepared by:

Ana C. Harris, Esq.

Florida Bar No. 705403

Mishan, Sloto, Greenberg, Hellinger & Udolf, P.A.

200 S. Biscayne Blvd., Suite 2350

Miami, FL 33131

(305) 379-1792

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ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

INCORPORATOR

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

Ana C. Harris, Esq.
200 S. Biscayne Blvd., Suite 2350
Miami, Florida 33131

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 S. Biscayne Boulevard, Suite 2350, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is James R. Sloto, Esq.

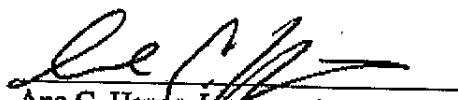
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ARTICLE VIII
INITIAL DIRECTORS

This corporation shall have two directors 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 directors of this corporation shall be:

NOVEL PENABAD
ALICIA PENABAD

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 27 day of July, 1999.


Ana C. Harris, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VIII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 27 day of July, 1999.


JAMES R. SLOTO, ESQ.
3

Fax Audit No. H99000018445 9

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