

Charter Number Only

9/24/99
70000084252

Requestor's Name
Ana M. Davide-Fernandez
Address
501 Brickell Key Dr. # 300
Miami FL 33131
City State ZIP Phone

VALUATION ONLY

CORPORATION(S) NAME

7000002994587-3
-09/23/99-01011-016
*****78.75 *****78.75

Point 2 Madness, Inc

FILED
99 SEP 23 AM 10:53
TALAHASSEE FLORIDA
SECRETARY OF CORP. DIV.

RECEIVED
99 SEP 23 AM 9:33
TALAHASSEE FLORIDA
DEPT. OF REVENUE
DIVISION OF CORPORATIONS



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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | | |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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ARTICLES OF INCORPORATION

OF

POINT 2 MADNESS, INC.

FILED
99 SEP 23 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:: POINT 2 MADNESS, INC.

ARTICLE II - NATURE OF BUSINESS.

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - SHARES OF STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares at \$ 1.00 par value.

ARTICLE IV - DURATION

The Corporation is to have perpetual existence, commencing upon the filing of these Articles with the Department of State.

This Instrument Prepared By:
ANA M. DAVIDE-FERNANDEZ, ESQ.
1401 Brickell Ave, Suite 510
Miami, Florida 33131
Florida Bar No. 875996

ARTICLE V - RESIDENT OFFICE AND AGENTS

The Corporation's initial registered agent and his address are as follows:

**WILLIAM ANDINA
11435 SW 58 TERRACE
MIAMI, FL 33173**

ARTICLE VI - RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

**WILLIAM ANDINA
11435 SW 58 TERRACE
MIAMI, FL 33173**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and street address of the Members of the First Board of Directors who shall hold office until his successors are elected and qualified, is as follows:

**PRESIDENT/DIRECTOR: WILLIAM ANDINA
11435 SW 58 TERRACE
MIAMI, FL 33173**

**SECRETARY/DIRECTOR: IVAN HURTADO
860 SW 129 PLACE, APT 202
MIAMI, FL 33184**

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as Incorporators are:

WILLIAM ANDINA
11435 SW 58 TERRACE
MIAMI, FL 33173

IVAN HURTADO
880 SW 129 PLACE APT 202
MIAMI, FL 33184

ARTICLE X - AMENDMENT

These 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 the Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

A. If the by-laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

B. No contract or other transaction between the Corporation and one or more of its shareholders, or any other corporation, firm, association or entity in which one or more of its shareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such shareholder or shareholders are present at the meeting which authorizes, approves or ratifies such contract or transaction or because his or their wishes are counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or

The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

C. The stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an Affidavit setting forth the circumstances under which such certificate was lost, stolen or destroyed and provided said shareholder agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

E. The corporation and the holders of a majority or more of the shares of the corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof. If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement, restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any other part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the term of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and

conditions of such agreement provided that a copy of such agreement be filed in the principal office of the corporation, and provided further, that notice of the existence of such provision be noted conspicuously on the face and back of each and every certificate of shares subject to the terms and conditions of any such agreement.

F. The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or thereafter prescribed by statute, and all rights conferred upon the shareholders herein are granted subject to this reservation.

ARTICLE XII - PREEMPTIVE RIGHT


Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuances of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation and its mailing address shall be 11435 SW 58 TERRACE, MIAMI, FLORIDA 33173

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 8 day of SEPTEMBER, 1999.


WILLIAM ANDINA


IVAN HURTADO

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
PERSON UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.034, Florida Statutes, the following
is submitted in compliance with said Act:

POINT 2 MADNESS INC., desiring to organize under the laws of the
State of Florida has named, whose office is located at:

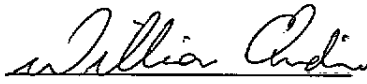
11435 SW 58 TERRACE MIAMI, FL 33173

as its agent to accept service of process within the state.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, Dade County, Florida, on this 8 day of September, 1999


William Andina
Resident Agent

99 SEP 23 AM 10:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED