

P99000089052

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000025395 7))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

EFFECTIVE DATE
10-7-99

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
99 OCT -8 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

invest america (fountains), inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

N. Culligan OCT 8 - 1999

H99000025 395

Audit Number: _____

④

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

10-7-99

INVEST AMERICA (FOUNTAINS), INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**I.
NAME**

The name of this corporation is Invest America (Fountains), Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133.

**II.
EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be October 7, 1999, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.
PURPOSE**

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

**IV.
CAPITALIZATION**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

H99000025 395

Juan T. O'Naghten
Fla. Bar No.: 305774
Suite 1100
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

FILED
99 OCT -8 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000025 395

Audit Number: _____

V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Suite 1100, 2665 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

VI.

INITIAL DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Name

Address

Carlos Vallejo

Suite 200, 2665 South Bayshore Drive
Miami, Florida 33133

VII.

INCORPORATOR

The incorporator is Juan T. O'Naghten and his address is Suite 1100, 2665 South Bayshore Drive, Miami, Florida 33131.

In witness whereof, the undersigned has executed these Articles of Incorporation on October 7, 1999.



Juan T. O'Naghten, Incorporator

H99000025 395

Audit Number: _____

H99000025395

Audit Number: _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Invest America (Fountains), Inc.
2. The name and address of the registered agent and the registered office is: Juan T. O'Naghten, Suite 1100, 2665 South Bayshore Drive, Miami, Florida 33133

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: October 7, 1999



Juan T. O'Naghten, Registered Agent

G:\WPFILES\FORMS\NEW\CORP\ARTING.FAX

FILED
99 OCT -8 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000025395

Audit Number: _____