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LAW OFFICES OF
MICHAEL GARCIA PETIT, P.A.
ATTORNEY AT LAW

BISCAYNE BUILDING
19 WEST FLAGLER STREET
SUITE 707
MIAMI, FLORIDA 33130

TELEPHONE: (305) 577-8985
FAX: (305) 577-9827

November 29, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300003065823--8
-12/09/99--01084--009
****122.50 *****78.75

Re: Articles of Incorporation for BAHIA CORPORATION

Dear Sir/Ms:

Please find enclosed an original and one copy of the Articles of Incorporation for the above corporation along with a check for \$122.50 to cover the costs of filing for incorporation and a certified copy of the certificate of incorporation.

Please forward the certificate of incorporation to my attention at the address above. Should there be any problem with this filing, please do not hesitate to contact me.

Thank you for your prompt attention to this matter.

Sincerely


Michael Garcia Petit

MGP:mp
enclosure

FILED
99 DEC -9 PM 4: 04
TALLAHASSEE, FLORIDA

L. Burch DEC 10 1999

FILED

ARTICLES OF INCORPORATION

99 DEC -9 PM 4: 04

OF

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

BAHIA CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I.

The name of this corporation shall be: **BAHIA CORPORATION.**

ARTICLE II.

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the Corporation, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could be, viz:

(a) To buy, sell, auction, lease or otherwise deal in real or personal property of every kind and nature, either at retail or wholesale for the Corporation's own account or for the account of others.

(b) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with goods, wares, merchandise and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter or exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.

(d) To operate and maintain stores, buildings, warehouses or any other real property for the carrying out of any of the foregoing businesses.

(e) To lease, hire or otherwise acquire, to own, hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein.

(f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness created by any other corporation or corporations; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, and to exercise all the rights, powers and privileges of ownership; including the right to vote thereon for any and all

purposes; to aid by loan, subsidy, guaranty, or in any other matter whatsoever so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, improvement, enhancement in the value of any such stocks, bonds, securities or other obligations; and to do all any such other acts or things designed to accomplish any such purposes.

(g) To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, promote and to aid in any way in the formation of any corporation, domestic or foreign.

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with the business of the Corporation may have an interest as a stockholder or otherwise.

(j) To borrow money and contract debts when necessary for the transaction of its businesses or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specific event, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

(k) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks in other corporations.

(l) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Florida, and the territories, possessions and dependencies of the United States, and in foreign countries, with restrictions as to place or amount.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects of the furtherance of any of the powers enumerated in these articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in these article of incorporation or any powers, and to have such other purposes as may now or hereafter by lawful and authorized under the laws of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of the Corporation.

ARTICLE III.

The capital stock of this Corporation shall consist of 100 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United states, by proper labor, by services, or by property, at a just valuation to be fixed by the directors.

ARTICLE IV.

This Corporation is to have a perpetual existence.

ARTICLE V.

The street address of the initial registered office of this Corporation is 1915 Brickell Avenue C1010, Miami, Florida 33129. The corporate mailing address shall be the same.

The name of the initial registered agent of this Corporation at that address is **MARIA ALEJANDRA GOMEZ**, 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 the service of process. The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VI.

This Corporation shall have one (1) directors initially. The number of directors maybe either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of this Corporation is/are:

**MARIA ALEJANDRA GOMEZ
1915 Brickell Avenue C1010
Miami, Florida 33129**

ARTICLE VII.

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation.

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for the replacement of lost stock certificates, and prescribe reasonable conditions by the way of security, upon the issue of new certificates therefore.

(c) Unless otherwise determined by the Board of Directors no holder of stock of the Corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether out of unissued shares authorized by the Corporation acquires by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the Corporation be entitled as a matter of right, to purchase or subscribe for any obligation which the Corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the Corporation of any class or classes, or to which shall be attached or appurtenant to any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the corporation any share of its capital stock of any class or classes.

(d) No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract, act or transaction of the Corporation with any person or persons, firm or corporation and each and every person who may become a director of the Corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the Corporation for the benefit of himself or any other firm, association or corporation in which he may be in any wise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

(e) The Corporation shall indemnify each officer or director or any former officer or director to the full extent permitted by law.

(f) Directors may set salaries or other compensation of the officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the Corporation.

ARTICLE VIII.

The name and address of the incorporator of this Corporation is as follows:

**MARIA ALEJANDRA GOMEZ
1915 Brickell Avenue C1010
Miami, Florida 33129**

ARTICLE IX.

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 having the right to vote on any such amendment, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote therein sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

This corporation shall begin existence as of the date of the execution of these Articles.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this ____ day of _____, 199__.


MARIA ALEJANDRA GOMEZ- Incorporator

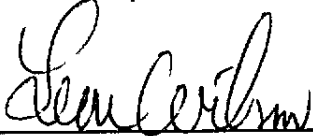
STATE OF FLORIDA

COUNTY OF DADE

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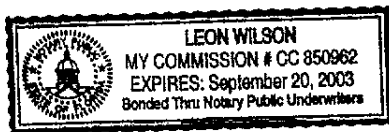
THE FOREGOING Articles of Incorporation were acknowledged before me on this
7 day of DEC., 1999, by **MARIA ALEJANDRA GOMEZ**, subscriber to the said
Articles of Incorporation.

FDL # G520-541-80-906-0



NOTARY PUBLIC, State of Florida

My Commission Expires:



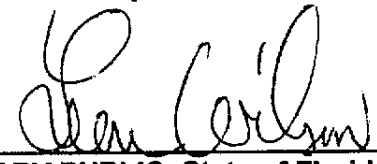
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THE UNDERSIGNED, having been appointed as Registered Agent for the above named Corporation, hereby consents to said appointment and agrees to serve as same for said Corporation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.


Maria Alejandra Gomez

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

THE FOREGOING Acceptance of Designation as Registered Agent was acknowledged before me this 7 day of Dec, 1999.


NOTARY PUBLIC, State of Florida

My Commission Expires:

