

999000107974

ROSS & ASSOCIATES
GROVE PLAZA • SEVENTH FLOOR
2900 SOUTHWEST 28TH TERRACE
MIAMI, FLORIDA 33133

TELEPHONE (305) 441-2470
FACSIMILE (305) 442-2559

TIMOTHY W. ROSS

*ALSO ADMITTED IN THE
DISTRICT OF COLUMBIA
AND COLORADO

FILED
99 DEC 10 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 8, 1999

400003066574--5
-12/10/99--01049--001
*****78.74 *****78.74

Secretary of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314, USA

RE: Oak Mountain of Florida

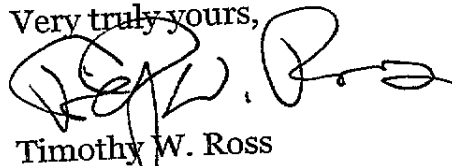
Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation, Designation of Registered Agent and Registered Office in regards to the above captioned corporation. Also enclosed is our firm's check in the amount of \$78.75, representing filing fee of corporation (\$35.00), Registered Agent Designation (\$35.00), and Certified Copy (\$8.00).

Upon filing of these articles, please forward the Certified Copy of the Articles to our office.

Thank you for your kind attention to this matter.

Very truly yours,


Timothy W. Ross

TWR:kr

Enclosure

Timothy Ross GAVE
AUTHORIZATION BY PHONE TO
CORRECT Add Corp. Suffix
DATE 12/14
DOC. EXAM SHH

S. Thompson DEC 14 1999

99 DEC 10 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OAK MOUNTAIN OF FLORIDA, INC.**

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such operation:

I. NAME OF INCORPORATION

The name of this corporation shall be **OAK MOUNTAIN OF FLORIDA, INC.**

II. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- A. To engage in the business of investments and any other business endeavors allowable by the laws of the State of Florida.
- B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III. CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 50,000 shares of common stock at one dollar (\$1.00) share value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV. DURATION

The corporation shall have a perpetual existence.

V. REGISTERED AGENT

The street address, principal office and mailing address of this corporation's initial registered office is: c/o InterAmerican Insurance Brokers, Inc., 5300 NW 33 Avenue, Suite 119, Fort Lauderdale, Florida 33309, and the name of its initial registered agent at said address is Jose Loreto Arismendi M.

VI. INCORPORATOR

The name and address of the Incorporator is as follows: Jose Loreto Arismendi M., c/o InterAmerican Insurance Brokers, Inc., 5300 NW 33 Avenue, Suite 119, Fort Lauderdale, FL 33309.

VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two people. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is: Jose Loreto Arismendi M., c/o InterAmerican Insurance Brokers, Inc., 5300 NW 33 Avenue, Suite 119, Fort Lauderdale, FL 33309, and the Owner is Oakbridge Commercial S.A.

VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to

be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X. NON-RESIDENT DIRECTORS

Directors need not be residents of this State or Shareholders unless the Articles of Incorporation or Bylaws so require.

XI. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

XII. INDEMNIFICATION

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

XIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the ~~State of Florida~~, this 26 of Nov, 1999.


Incorporator


Registered Agent

PLEASE
SIGN & DATE

PLEASE
SIGN HERE

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared José Luis Arismendi H.
_____, who is personally known to me _____ or who has produced identification ✓, type of
identification Venezuelan I.D., and who executed the foregoing Articles of
Incorporation, and be acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at AMERICAN EMBASSY
CARACAS, VENEZUELA
the said County and State, this _____ of 26 NOV 1999.

Sandra H. Brito
NOTARY PUBLIC SANDRA H. BRITO
Consul of the
United States of America

My Commission Expires:
DOES NOT EXPIRE

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statutes Section 607.0501, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for service of process with the State of Florida:

NAME OF CORPORATION : OAK MOUNTAIN OF FLORIDA, INC.
NAME OF REGISTERED AGENT : Jose Loreto Arismendi M.
ADDRESS OF REGISTERED AGENT : c/o InterAmerican Insurance Brokers, Inc.
5300 NW 33 Avenue, Suite 119
Fort Lauderdale, FL 33309

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 26 day of Nov, 1999.

Republic of Venezuela -)
City of Caracas) ss
Embassy of the)
United States of America)

Jose Loreto Arismendi M.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jose Loreto Arismendi M., personally known to me _____ or who has produced identification _____, type of identification Venezuelan SD to be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this _____ day of 26 NOV, 1999.

My Commission Expires:

DOES NOT EXPIRE

Sandra H. Brito
NOTARY PUBLIC
SANDRA H. BRITO
Consul of the
United States of America