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FLORIDA PROFIT CORPORATION OR P.A.

Villa Ponce, Inc.

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ARTICLES OF INCORPORATION
OF
VILLA PONCE, INC.

The undersigned, acting as incorporator of VILLA PONCE, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is VILLA PONCE, INC. and the principal place of business is: c/o Nicolas Fernandez, P.A. 780 N.W. Le Jeune Road, Suite 324, Miami, Florida 33126

ARTICLE II.

COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III.

AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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ARTICLE IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 780 N.W. Le Jeune Road, Suite 324, Miami, Florida 33126 and the name of the corporation's initial registered agent at that address is Esquire Corporate Services, Inc.

ARTICLE V.

INCORPORATOR

The name and street address of the incorporator is:

Name:	Address:
NICOLAS FERNANDEZ, P.A.	780 N.W. Le Jeune Road Suite 324 Miami, Florida 33126

ARTICLE VI.

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VII.

AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the

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corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of July, 2002.

NICOLAS FERNANDEZ, P.A.

By:


Nicolas Fernandez, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for VILLA PONCE, INC. in the foregoing Articles of Incorporation, we hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

ESQUIRE CORPORATE SERVICES,
INC.

By:


Nicolas Fernandez, President

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