

ARTICLES OF INCORPORATION

OF

ROCHE HOLDINGS, INC.

FILED

95 JAN -4 PM 1:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Roche Holdings, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation are two (2) and the name and

address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Hernando de la Roche
777 Brickell Avenue
Suite 1010
Miami, Florida 33131

Pilar de la Roche
777 Brickell Avenue
Suite 1010
Miami, Florida 33131

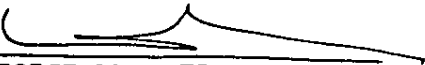
SEVENTH: The name and address of the incorporator, the initial registered agent and the initial registered office is:

George Befeler
150 West Flagler Street
Museum Tower, Suite 2701
Miami, Florida 33130

EIGHTH: The principal office of the corporation is:

Roche Holdings, Inc.
777 Brickell Avenue
Suite 1010
Miami, Florida 33131

DATED: January 3, 1995


GEORGE BEFELER
Incorporator and Initial
Registered Agent

ACCEPTANCE OF REGISTERED AGENT


I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


GEORGE BEFELER
Incorporator and Initial
Registered Agent

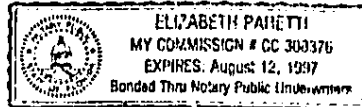
STATE OF FLORIDA)
: SS:
COUNTY OF DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 3rd day of January, 1995 by George Befeler who did take an oath and who personally known to me.


**NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE**

My commission expires:



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WENR (47)

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

APPLICATION FOR *Re* REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED

96 SEP 23 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000000624**

1 Corporation Name
ROCHE HOLDINGS, INC.

Principal Place of Business 777 BRICKELL AVE SUITE 1010 MIAMI FL 33131	Mailing Address 777 BRICKELL AVE SUITE 1010 MIAMI FL 33131
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If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable		3. New Mailing Office Address, if Applicable		4. Date Incorporated or Qualified To Do Business in Florida 01/04/1985	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. FEI Number 65-0544460	
City & State		City & State		Applied For Not Applicable	
Zip	Country	Zip	Country	6. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/>	

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)			
1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
D	DE LA ROCHE, HERNANDO	777 BRICKELL AVE SUITE 1010	MIAMI FL 33131
D	DELA ROCHE, PILAR	777 BRICKELL AVE SUITE 1010	MIAMI FL 33131

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REINSTATEMENT

H. Alan
9-23-96

8. Name and Address of Current Registered Agent BEFELER, GEORGE 150 W FLAGLER ST MUSEUM TOWER SUITE 2701 MIAMI FL 33130		9. Name and Address of New Registered Agent	
		Name	
		Street Address (P.O. Box Number is Not Acceptable)	
		Suite, Apt. #, Etc.	
		City	State Zip Code FL

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent *[Signature]* **REGISTERED AGENT MUST SIGN** Date **9-19-96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *H. de la Roche* **REGISTERED**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
HERNANDO DE LA ROCHE.

Date **SEP 18/96** Daytime Phone # **305-3739000 X216**

CS2E040 (7/96)