

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

000-342-8086



P96000030373

ACCOUNT NO. : 072100000032

REFERENCE : 910387 4321024

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 8, 1996

ORDER TIME : 10:59 AM

ORDER NO. : 910387

CUSTOMER NO: 4321024

CUSTOMER: Jorge M. Vigil, Esq
RASCO & REININGER

5200 Blue Lagoon Dr.
The Waterford Bldg.
Miami, FL 33126

04/10/96 10:59 AM
04/10/96 10:59 AM
***437.50 ***437.50

FILED
96 APR -8 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BIARRITZ PROPERTIES CORP.

EFFECTIVE DATE:

CERTIFICATE OF DOMESTICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

Handwritten signature/initials

RECEIVED
96 APR -8 PM 12:26
DIVISION OF CERTIFICATION

Florida Department of State, Sandra B. Mortham, Secretary of State

FILED
MAR-8 PM 12:39
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, Mariano Scola, President of Tonstad Limited, the President of Hillside Trading Ltd., a non U.S. Corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date of which the company was first formed, February 28, 1994.
2. The jurisdiction where the above named company was first formed, incorporated, or otherwise came into being was the Commonwealth of the Bahamas.
3. The name of the company immediately prior to the filing of this Certificate of Domestication was Hillside Trading Ltd.
4. The name of the corporation as set forth in its articles of incorporation to be filed pursuant to ss. 607.0401 and 607.0202 with this certificate is Biarritz Properties Corp.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the Commonwealth of the Bahamas.

I, Mariano Scola, President of Tonstad Limited, the President of Hillside Trading Ltd., am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 26th day of March, 1996.

TONSTAD LIMITED:

By: Mariano Scola, President

Filing Fee:
Certification of Domestication
Articles of Incorporation and certified copy
Total to Domesticate and File

\$262.50
\$122.50
\$385.00

corp\1665-1\domestic.cer

Florida Department of State, Sandra B. Mortham, Secretary of State

FILED
MAR-9 PM 12:33

CERTIFICATE OF DOMESTICATION

The undersigned, Mariano Scola, President of Tonstad Limited, the President of Hillside Trading Ltd., a non U.S. Corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

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ARTICLES OF INCORPORATION
OF
BIARRITZ PROPERTIES CORP.

FILED
MAR-8 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of BIARRITZ PROPERTIES CORP., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

BIARRITZ PROPERTIES CORP.

and the principal place of business is:

2127 Brickell Avenue
Miami, Florida 33129

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation or as otherwise provided by law.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in real property investment and in all businesses incidental thereto and may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 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.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5200 Blue Lagoon Drive, Suite 700, Miami, FL 33126 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Maria Taylor
Jose Lozada
Roberto Crespo

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

JORGE M. VIGIL, ESQ. 5200 Blue Lagoon Drive
Suite 700
Miami, Florida 33126

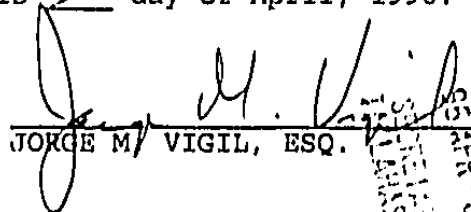
ARTICLE VIII. BYLAWS

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 IX. 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 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 5th day of April, 1996.


JORGE M. VIGIL, ESQ.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BIARRITZ PROPERTIES CORP. 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.

MIAMI CORPORATE SYSTEMS, INC.

By: 

Ramon E. Rasco, President

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